



**BEGISTICS PUBLIC COMPANY LIMITED**  
**(Electronic Meeting)**

**Invitation Letter to the Annual General Meeting of Shareholders 2024**

**Friday 26 April, 2024**

**At 14:00 hours.**

**At the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED**

**52 Thaniya Plaza Building 28<sup>th</sup> Floor,**

**Silom Road, Suriyawongse, Bangrak, Bangkok 10500**

*The Meeting will be proceeded in Thai; any shareholder who is not familiar with Thai language should be accompanied with your translator.*

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Register No. 0107545000357

B-HO No. 006/2023

March 11<sup>th</sup>, 2024

Subject : Invitation to the Annual General Meeting of Shareholders for the Year 2024  
(Electronic Meeting)

To: Shareholders Begistics Public Company Limited's

- Enclosures:
1. Minutes of the Extraordinary General Meeting of Shareholders No.1/2023.
  2. Annual Report 2023 (56-1 One Report) (Statement of Financial Position and Profit and Loss Statements for the Fiscal Year ended December 31, 2023) in QR Code format.
  3. Brief history and related information of personnel to be nominated as Board of Directors.
  4. List of names and profiles of auditors nominated be appointed auditors for the year 2024.
  5. Definition of independent directors and list of the independent directors who serve as proxy in general meetings shareholder for the year 2024.
  6. Condition, Criteria, Participatory Practices and Articles of Association relating to shareholders meeting.
  7. Proxy Forms A, B and C.
  8. The procedure for submitting questions about the shareholders' meeting for the year 2024.
  9. Procedures for attending Annual General Meeting of Shareholders for the Year 2024.
  10. Registration form for electronic meeting. (E-AGM 2024)

The Board of Directors' Meeting of Begistics Public Company Limited ("Company") No. 2/2024 on Monday, March 11<sup>th</sup>, 2024, resolved to hold the 2024 Annual General Meeting of Shareholders in the form of a meeting. Shareholders via electronic media (E-AGM) on Friday, April 26<sup>th</sup>, 2024 at 2:00 p.m. According to the Emergency Decree on Meetings via Electronic Media B.E. 2020 (including amendments) and other laws and regulations. related which was broadcast live at the meeting room of B Logistics Public Company Limited's office, at 52 Thaniya Plaza Building, 28<sup>th</sup> Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500, In this meeting, the company An opportunity was given to shareholders to propose matters to be included in the meeting agenda and/or to nominate individuals to be considered for election as company directors. From November 13, 2023 to January 15, 2024, it appears that there were no shareholders to propose matters to include as agenda items and/or to nominate any person to be considered for election as a company director. The meeting agenda is as follows:

**Agenda 1: To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 on October 6, 2023.**

**Facts and Rationale:** The Company prepared the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on October 6<sup>th</sup>, 2023 and board of directors approved the Extraordinary General Meeting of Shareholders No.1/2023, a copy of the report was sent to the shareholders to certify (Attachment No. 1).

**The Board of Directors' Opinion:** The Board of Directors' considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders for the year 2024 to consider the approval of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2023 which was held on October 6<sup>th</sup>, 2023

**Number of Votes for Resolution:** This agenda item must be approved by a majority vote of the shareholders that attend the meeting and cast their votes.

**Agenda 2: To acknowledge the report of the Board of Directors on the Company's operating results for the year 2023.**

**Facts and Rationale:** The Company summarized the performance and major changes that occurred in the year 2023. These appeared in the Annual Report for the year 2023 (56-1 One Report) details are shown in (Attachment No. 2).

**The Board of Directors' Opinion:** The Board of Directors' Meeting No. 2/2024, held on March 11<sup>th</sup>, 2024, considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders for the year 2024 to acknowledge the Board's report on the Company's performance for the year 2023.

**Number of Votes for Resolution:** Casting vote is not required because this agenda item is for acknowledgment only.

**Agenda 3: To consider and approve the Company's Statement of Financial Position and Income Statement for the fiscal year ended 31 December 2023.**

**Facts and Rationale:** According to the Public Limited Company Act 2535 B.E. (1992), Section 112 and the Company's Articles of Association, clauses 55 and 56, require the Company to prepare a balance sheet and a Profit and Loss Statement to be proposed to the Annual General Meeting of Shareholders for approval whereas company provided balance sheet and a Profit and Loss Statement for 2023 account ended December 31, 2023. Company auditors inspected and Audit Committee and Board of Directors considered and found that it is accurate and adequate as required by General accepted accounting principles. Therefore, it is proposed to the Shareholder meeting to approve balance sheet and Profit and Loss Statement for 2023 account ended December 31, 2023 (Attachment No. 2).

**The Audit Committee's Opinion:** The Audit Committee Meeting No. 1/2024 held on February 29<sup>th</sup>, 2024 reviewed the Statement of Financial position and the Profit and Loss Statement for the fiscal year ended December 31, 2023, the financial statements have been audited by Mr. Chaiyuth Angsuwithaya, Certified Public Accountant No. 3885, the auditor of the company which is under A.M.T Associates. The auditor's report shows opinion unconditionally and without emphasis and can be summarized as follows:

Unit: Million Baht

List	Separated Financial Statement		
	2023	2022	increase (decrease)
Total Assets	3,575.90	2,140.57	966
Total Liabilities	237.00	151.07	57.86
Total Revenue	381.48	217.15	(91.71)
Profit (Loss) Net	141.17	(2.03)	(84.73)
Profit (Loss) per share	0.03	(0.001)	(0.062)

Unit: Million Baht

รายการ	Consolidated financial statement		
	2566	2565	increase (decrease)
Total Assets	6,849.05	2,413.50	4,435.55
Total Liabilities	2,490.89	245.94	2,244.95
Total Revenue	901.08	224.08	526.37
Profit (Loss) Net	204.64	71.40	125.65
Profit (Loss) per share	0.04	0.02	0.02

**The Board of Directors' Opinion:** The Board of Directors' Meeting No. 2/2024 held on March 11<sup>th</sup>, 2024 considered the Statement of Financial position agreed with the Audit Committee's opinion. The Board of Director's Meeting resolved to propose to the shareholders of Annual General Meeting for the year 2022 to consider the approval of the Statement of Financial position and the Company for the fiscal year ended December 31, 2023. They were audited and approved by the Company's auditors.

**Number of Votes for Resolution:** This agenda item must be approved by a majority vote of the shareholders that attend the meeting and cast their votes.

**Agenda 4: To consider and approve the omission of the allocation of net profits for legal reserve and the omission of dividend payments Year 2023.**

**Facts and Rationale:** According to the Public Limited Companies Act, B.E. 2535, Section 116 requires companies to allocate reserve capital. ("Legal reserve") of at least 5 percent of the annual net profit after deducting accumulated losses brought forward (if any) until the said reserve fund is not less than 10 percent of the registered capital. This reserve fund cannot be used to pay dividends.

In the fiscal year ending December 31, 2023, the company's separate financial statements had retained profits of 49.89 million baht, but the company needed to invest such profits in alternative energy business development projects. and as working capital within the company Therefore, it is proposed to consider refraining from allocating net profits as a legal reserve. and refrain from paying dividends For the Company's operating results for the year ending December 31, 2023

Dividend payment information for the past 3 years

Details	2021	2022	2023	2024
Dividend payment (Baht: shares)	-	-	-	-
1. Annual dividends	No payment	No payment	No payment	No payment
Dividend to net profit ratio	-	-	-	-

Dividend Policy

The Company has a policy to pay dividends to ordinary shareholders at the rate of not less than 30 percent of net profit after corporate income tax of the separate financial statements and after deducting statutory reserves and other accumulated funds as specified by the company. However, the said dividend payment may change depending on the financial position, performance, investment plans, other necessities and appropriateness in the future as the Board of Directors/or shareholders of the Company deem appropriate.

**The Board of Directors' Opinion:** The Board of Directors' Meeting No. 2/2024, held on March 11<sup>th</sup>, 2024, resolved to propose to the Annual General Meeting of Shareholders for the year 2024 to consider and approve the refrain of the dividend payment for the performance in 2023 and the refrain of legal reserves according to the Company still has accumulated loss and the Company need working capital to use in the business.

**Number of Votes for Resolution:** This agenda item must be approved by a majority vote of the shareholders that attend the meeting and cast their votes.

**Agenda 5: To consider and approve the election of directors to replace those retiring by rotation for the year 2024.**

**Facts and Rationale:** The Public Limited Company Act 2535 B.E. (1992), Section 71 and Article 18 of the Company's Articles of Association stipulated that at each Annual General Meeting, at least one-third (1/3) of the directors must retire by rotation. If the number of directors cannot be divided into three whole parts, the number nearest to one-third (1/3) must be used. In the first and second year after the registration of the Company, directors who retire by rotation will be chosen by random draw. In the years following that, the directors who have filled the position the longest will retire by rotation. Directors who have retired by rotation may be reelected. The Board of Directors has considered that the person nominated to be an independent director will be able to express opinions independently and in accordance with the relevant rules.

Directors who complete the terms of office for the year 2024 are as follows:

1. Miss Suttirat Leeswadtrakul, Director, Vice Chairman No.1, Chairman of the Nomination and Remuneration Committee and Executive Director
2. Mr. Panya Boonpiwat, Director, Executive Chairman, Chairman of the Risk Management Committee and Chief Executive Officer.
3. Mr. Smith Leammanee, Independent Director, Audit Committee, Risk Management Committee and Nomination and Remuneration Committee

The Company has provided an opportunity for shareholders to nominate names of individuals who they deem qualified to be selected and appointed as directors. for the committee to consider in advance It has been announced on the company's website. <https://www.begistics.co.th> Including notification through the electronic system of the Stock Exchange of Thailand. Between 13 November 2023 and 15 January 2024, that has already passed. It appeared that no shareholder had proposed a list of directors for selection.

**Opinion of the Nomination and Remuneration Committee:** The Nomination and Remuneration Committee Meeting No. 1/2024 on Wednesday 28<sup>th</sup> February 2024, which has been assigned by the Board of Directors Excluding directors who have interests in this agenda. Considered appropriateness knowledge and ability and work experience of persons who are suitable to be elected as directors of the company The persons nominated to serve as directors this time have gone through a consideration and screening process. or careful consideration according to the process set by the company and have qualifications in accordance with relevant regulations suitable for the company's business operations. This is to ensure that the person nominated for the position of director this time has appropriate qualifications for the Company's business operations and have the qualifications according to the Public Companies Act B.E. 2535 of directors who must retire from office at the end of their term. Therefore, it was resolved that it was appropriate for the Board of Directors to propose to the 2024 Annual General Meeting of Shareholders to consider and approve

the election of directors whose terms have expired to return to their positions as directors for another term, including holding other positions. Go as usual.

The Board has considered and is of the opinion that the person to be nominated as an independent director has the qualifications in accordance with the laws related to the requirements regarding independent directors. and will be able to express opinions independently and in accordance with relevant criteria The biography of each director appears as follows. (Attachment 3).

**The Board of Directors' Opinion:** The Board of Directors Meeting No. 2/2024 on Monday, March 11<sup>th</sup>, 2024, excluding directors who are interested in this agenda considered and resolved to approve according to the opinion of the Nomination and Remuneration Committee. Therefore, it is appropriate to propose to the Annual General Meeting of Shareholders for the year 2024 to consider and approve the re-election of directors who retired by rotation to serve as directors for another term, as well as to hold other positions as before, has considered that the persons nominated to serve as directors this time have gone through a screening process. careful consideration Be careful according to the process set by the company. Have qualifications according to relevant regulations Suitable for the company's business operations This is to ensure that the person nominated for the position of director this time has appropriate qualifications for the Company's business operations.

The committee has already considered this. Consider that the person nominated for the position of independent director has the qualifications in accordance with the law regarding the requirements regarding independent directors. Able to express opinions independently and in accordance with relevant criteria. Including continuing to hold other positions as before as follows:

1. Miss Suttirat Leeswadtrakul, Director, Vice Chairman No.1, Chairman of the Nomination and Remuneration Committee and Executive Director
2. Mr. Panya Boonpiwat, Director, Executive Chairman, Chairman of the Risk Management Committee and Chief Executive Officer.
3. Mr. Smith Leammanee, Independent Director, Audit Committee, Risk Management Committee and Nomination and Remuneration Committee

**Number of Votes for Resolution:** This agenda item must be approved by a majority vote of the shareholders that attend the meeting and cast their votes.

**Agenda 6 To consider and approve the determination of directors' remuneration for the year 2024.**

**Fact and Rationale :** Article 34 of the Company's Articles of Association provides that directors are eligible for remuneration in forms of reward, meeting allowance, pension, bonus or other remunerations according to the Articles of Association or the resolution of shareholders' meeting. It may be prescribed in fixed amount or establish the rules and prescribed for particular circumstance(s) or being perpetual rules until being changed by the shareholders' meeting resolution. Moreover, a director shall have the right to receive allowance and welfare according to the Company's rule, and it shall not affect the right of being the Company's worker or employee who are also appointed as the Company's director to receive remuneration or benefits from being such Company's worker or employee. The payment of remuneration must not contradict with the maintenance of such qualifications of the independent directors as complied with the laws on securities and exchange as defined.

Determining appropriate remuneration for directors is a practice according to the principles of good corporate governance. To protect the interests of shareholders The board has established policies and criteria for determining directors' remuneration that are consistent with the duties and responsibilities of directors. By considering information on both the form and amount of directors' remuneration, which is comparable to industry groups with similar incomes In considering the determination of compensation Has been considered by taking into account the following factors:

1. The board has established policies, criteria, composition and fair compensation for directors, at the appropriate level Using the principles of performing duties of directors and is consistent with assigned duties and responsibilities It is in a manner comparable to companies in the same business group and of similar size.
2. The determination of directors' remuneration takes into account the adequacy and motivation of recruiting quality directors and retaining directors with knowledge and ability to perform their duties with determination. Dedicated to creating benefits for the company By the Nomination and Remuneration Committee Will consider and review the remuneration of the committee every year, and presented to the Board of Directors To be considered for approval and included as an agenda for the annual general meeting of shareholders for consideration and approval by the annual meeting of shareholders.

**Opinion of the Nomination and Remuneration Committee:** The meeting of the Nomination and Remuneration Committee held No. 1/2024 on February 28<sup>th</sup>, 2024 considered determining the remuneration of directors to be consistent with the number of directors. Company performance Size of the business Responsibilities and the performance of each director. The remuneration will be at an appropriate level, comparable to leading companies on the Stock Exchange of Thailand and in the same industry group, including enough to attract and retain quality directors with the company. Therefore, it is deemed appropriate to propose to the Company's directors for consideration and submission to the general meeting of shareholders to consider and approve the compensation budget for the Board of Directors and various sub-committees of the Company for the year 2024 (from January 1, 2024 to 31 December 2024) within the total amount not exceeding 3,000,000 baht (Three million baht only), which is the same rate as in 2023 and maintaining the same compensation policy as last year.

#### **Policy and criteria for determining directors' remuneration**

##### **1. Compensation policy**

- 1) Align with strategy business goals Both short-term and long-term operating results of the company
- 2) Directors' remuneration is appropriate to their duties and responsibilities and the use of their knowledge and experience to create maximum value and benefit to the company and shareholders.
- 3) Directors' compensation in both monetary and other forms, that can motivate and retain talented directors to work effectively with the company in the long term
- 4) The form and amount of compensation for the committee are appropriate to the economic conditions and figures that can be comparable to the same industry group and companies with similar incomes on the Stock Exchange of Thailand
- 5) Directors' remuneration is transparent in disclosing all forms of directors' remuneration at shareholder meetings, and disclosures in other company reports



## 2. Criteria for determining compensation

- 1) Shareholders must approve the structure and rate of remuneration for directors, both in monetary and non-monetary forms.
- 2) Consider compensation to be appropriate, including:
  - Remuneration at a fixed rate (regular remuneration, meeting allowance).
  - Remuneration based on the actual performance of the company (e.g. bonuses, gratuities) should be linked to the value the company creates for shareholders. But it should not be at too high a level causing the focus to be on short-term results
  - Other compensation (such as health examination and medical treatment expenses Director liability insurance group life insurance, etc.)
- 3) Executive directors receive compensation as employees of the company. Will not receive compensation at a fixed rate, such as regular compensation and meeting allowances.

### 1. Monthly remuneration and meeting allowance for 2024 (same as 2023)

Position	Directors' remuneration (Baht) Year 2024 (proposed year)		Directors' remuneration (Baht) Year 2023	
	meeting allowances / times	remuneration (baht / month)	meeting allowances / times	remuneration (baht / month)
<b>Board of Directors</b>				
Chairman of the Board	5,000	30,000	5,000	30,000
Vice Chairman of the Board	5,000	20,000	5,000	20,000
Directors	5,000	10,000	5,000	10,000
<b>Audit Committee</b>				
Chairman of the Audit Committee	5,000	20,000	5,000	20,000
Audit Committee	5,000	10,000	5,000	10,000
<b>Nomination and Remuneration Committee</b>				
Chairman of the Nomination and Remuneration Committee	5,000	20,000	5,000	20,000
Nomination and Remuneration Committee	5,000	10,000	5,000	10,000
<b>Executive Committee</b>				
Chairman of Executive (who are not company executives)	5,000	20,000	5,000	20,000
Executive Committee (who are not company executives)	5,000	10,000	5,000	10,000

In this regard, the directors who hold more than one position shall receive only the highest monthly remuneration and the Board of Directors does not receive any compensation other than those mentioned above. However, in order to support the directors to perform their duties with full efficiency. The company has prepared Directors and Officers Liability Insurance, Health Insurance and Life Insurance Policy. The Company would be responsible for training and seminar expenses as defined payment in the policy of the related company.

## **2. Other remuneration for directors in 2024 (equal to 2023)**

Group health insurance plan for inpatient and outpatient treatment (IPD+OPD) with a total annual premium not exceeding 50,000 baht (not including VAT) per 1 director.

**Note:** For the scope of duties of the sub-committee. and policy for determining directors' remuneration Details appear in the 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report), topic Corporate Governance Structure. and the topic of reporting important performance results on corporate governance. The Company does not have the right to purchase ESOPs or any other benefits other than those mentioned above.

**Opinion of the Board of Directors:** The meeting of the Board of Directors No. 2/2024 on March 11<sup>th</sup>, 2024, has concurred with the recommendation of the Nomination and Remuneration Committee, and deemed it appropriate to propose to the 2024 AGM to consider and approve the determination of the remuneration of the directors for the year 2024 not exceeding 3 MB as above detailed.

**Number of Votes for Resolution:** This agenda shall be approved with the votes of not less than two-thirds of the total votes of the shareholders who attend the meeting and has the right to vote.

## **Agenda 7 To consider and approve the appointment of auditors and the determination of the audit fee for the year 2024.**

**Fact and Rationale :** According to Sections 120 and 121 of the Public Limited Companies Act B.E. 2535 (1992) and Article 40 of the Company's Articles of Association, the Annual General Meeting of Shareholders shall appoint auditors annually, and the former auditors may be re-appointed. The shareholders' meeting shall determine the audit fee. The auditors must not be the Company's directors, officers, employees or persons holding any position or having any duty in the Company. In addition, the announcement of the Capital Market Supervisory Board requires listed companies to have rotation of auditors. If the previous auditor has performed the duty of reviewing or examining and providing opinions on the company's financial statements for 7 fiscal years whether consecutive or not, this can be done by different auditor who works in the same company as previous one. However, the company may appoint an auditor who has retired from rotation from the auditor after at least 5 fiscal years consecutively after retiring from the duties.

**Opinion of the Audit Committee:** The meeting of the Audit Committee's No. 1/2024 held on February 29<sup>th</sup>, 2023, has selected qualifications of the auditors from A.M.T Associates based on their performance, their opinions to the Board of Directors to propose to appoint any one of the auditors to be the Company's auditors as follows:

- 1) Mr. Chaoyuth Angsuwithaya Certified Public Accountant No. 3885 or  
Number of years as an auditor for the company: 3 years (2021-2023)
- 2) Mrs. Natsarak Sarochanunjeen Certified Public Accountant No. 4563 or  
Number of years as an auditor for the company: 3 years (2021-2023)
- 3) Miss Daranee Somkamnerd Certified Public Accountant No. 5007 or  
Number of years as an auditor for the company: 3 years (2021-2023)
- 4) Miss Jarunee Nuammae Certified Public Accountant No. 5596 or  
Number of years as an auditor for the company: 3 years (2021-2023)
- 5) Mr. Siramate Akkharachotkulanun Certified Public Accountant No. 11821  
Number of years as an auditor for the company: 3 years (2021-2023)

Any one of auditors as per above mentioned names shall examine and express opinion on the Company financial statements. In the case that such auditors could not perform their duties, A.M.T Associates shall provide other certified auditors to replace such auditors. The annual audit fee determination and quarterly review fee of the Company, Subsidiaries and associated companies shall be not more than 5,600,000 Baht which were excluded other actual expenses incurred and related to the direct audit which would be separately collected. In the case of any work besides general auditing, the Board of Directors has the authority to consider the approval of the remuneration case by case by the Board of Directors whom proposed the Annual General Meeting of Shareholders to approve the auditor from A.M.T Associates to be the company's auditor for the year 2024 (Attachment 4).

The company uses the same auditing office. Being the auditor of the company's direct and indirect subsidiaries for the year 2024, a total of 12 companies, A.M.T. Associates Office. Be the auditor as proposed the auditor has no relationship and/or interest between the auditor and the company/subsidiary/executive/ major shareholder or related person of the said person. In this regard, Auditor No. 1, who is a key audit partner, has performed auditing work for the Company for 3 fiscal years from 2021 - 2023.

**Opinion of the Board of Directors:** The meeting of the Board of Directors No. 2/2024 held on March 11<sup>th</sup>, 2024, has resolved with the recommendation of the Audit Committee, and deemed it appropriate to propose to the 2024 AGM to consider and approve the appointment of the auditors and the determination of the remuneration of the auditors for the year 2024 as below details.

Unit: Baht			
Audit fee	2024 (Proposed year)	2023	2022
Annual audit fee for the consolidated financial statements and the quarterly review fee for the consolidated financial statements	5,600,000	1,690,000	1,610,000
Other expenses charged as actually incurred. such as photocopying fees, travel expenses (including VAT)	-	-	-
Non-Audit Fee	2024 (Proposed year)	2023	2022
Other service fee	-	-	-

The Company does not have any other service fees (Non-audit fees). As for the quarterly review fees of subsidiaries and associated companies in the amount of approximately 1,810,000 baht, which does not include other service fees (Non-audit fees), the details are as follows.

Unit: Baht			
Audit Fee	2024 (Proposed year)	2023	2022
Audit fees and quarterly review fees of subsidiaries and associated companies	5,600,000	1,460,000	425,000
Number of subsidiaries	10	4	1
Number of associates	1	2	2

(The audit fee for the year 2022 of the subsidiary company may change, according to the actual workload during the year)

**Number of Votes for Resolution:** This agenda shall be approved with a majority vote of the shareholders who attend the meeting and cast the votes.

**Agenda 8 To consider any other business (if any).**

**Facts and Rationale:** This agenda is defined for shareholders to ask questions, and/ or suggestion to the Board of Directors (if any) and / or to have the Board of Directors to reply shareholder questions. There will not be any other proposals to the meeting for consideration and approval and any vote on this agenda.

In this regard, the company has defined eligible shareholders list to attend the Annual General Meeting of Shareholders for the year 2024 on March 26<sup>th</sup>, 2024.

The company will begin to conduct the meeting via electronic media at 14.00 hrs. Shareholders and/or proxies who intend to attend the meeting via electronics media must submit a registration form for electronic meetings (the details appear in Enclosure 9) with attach identity documents. The details appear in the invitation letter and please submit to the company within April 18<sup>nd</sup>, 2024 by following channels;

- e-mail : ir\_investment@begistics.co.th or,
- Postal : The Chief Executive Officer Office.  
Begistics Public Company Limited  
52 Thaniya Plaza Building 28<sup>th</sup> Floor, Silom Road,  
Suriyawongse, Bangrak, Bangkok 10500, Thailand.

After the Company has examined the names of shareholders as of the date of determining the names of persons entitled to attend the Annual General Meeting of Shareholders for the year 2024 (Record Date) on March 26<sup>th</sup>, 2024, OJ International Co., Ltd., which is a provider of meeting control systems will send username and password to shareholders via email for accessing the Annual General Meeting of Shareholders for the year 2024 program via electronic media (E-AGM).

If shareholders are unable to attend the meeting themselves, shareholders are able to assign another person or an independent director proposed by the Board of Directors as proxies (details are shown in Enclosure 4) to attend the meeting on behalf of the shareholder by filling out and signing Proxy Form B (clearly specify details about the proxy) (please see details in Enclosure 6) or Proxy Form A (general form) or Form C (for foreign investors who appoint a custodian in Thailand to be a depositor to oversee one's shares). These forms can be downloaded from the Company's website at [www.begistics.co.th](http://www.begistics.co.th). Choose only one of the listed types and attach evidence showing the rights to attend the Shareholders' Meeting (Please see details in Enclosure 5). In this regard, for your cooperation, please send the proxy to the company within April 24<sup>th</sup>, 2024 by sending to:

Company Secretary  
Begistics Public Company Limited  
52 Thaniya Plaza Building 28<sup>th</sup> Floor, Silom Road,  
Suriyawongse, Bangrak, Bangkok 10500, Thailand.

In case the shareholders have any questions and would like the Company clarify any matters related to the agenda items proposed at this time, please send your questions to the Company Secretary at least one week in advance. You can download the questionnaire form from the Company's website and send by email to [ir\\_investment@begistics.co.th](mailto:ir_investment@begistics.co.th) or by mail at Begistics Public Company Limited, 52 Thaniya Plaza Building 28<sup>th</sup> Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500.

Please be informed accordingly. We would like to invite all shareholders to attend the Annual General Meeting of Shareholders for the year 2024 via electronic media at the date and time as indicated above.



Yours faithfully,

Police Lieutenant General 

(Somkid Boonthanom)

Chairman of the Board

Begistics Public Company Limited

**Note:** Shareholders are able to view the Notice of The Annual General Meeting of Shareholders for the year 2024 and the supporting documents on the company's website from March 25<sup>th</sup>, 2024 at [https://www.begistics.co.th/agm-egm/Title\\_Investor\\_Relation/AGM/EGM/AGM\\_2024](https://www.begistics.co.th/agm-egm/Title_Investor_Relation/AGM/EGM/AGM_2024) and you can also submit questions about the agenda for the 2024 Annual General Shareholders' Meeting in advance according to the detailed steps. Submitting questions about the shareholder meeting (Attachment 8)

**-Translation-  
Extraordinary General Meeting of Shareholders No. 1/2023  
Begistics Public Company Limited**

Begistic Public Company Limited ("Company") arranged Extraordinary General Meeting of Shareholders No. 1/2023 through electronics media (E-EGM) at 2 pm, 6<sup>th</sup> October 2023 at office no. 52 Thaniya Plaza Building 28<sup>th</sup> Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500, Thailand.

Committees who Attended the meeting

1.	Pol.Lt.Gen. Somkid	Boontanom	Independent Director and Chairman of the Board (conference via electronic channels)
2.	Miss Suttirat	Leeswadtrakul	Director, 1 <sup>st</sup> Vice Chairman, Chairman of the Nomination and Remuneration Committee and Executive Director
3.	Pol.Mal.Gen. Prapass	Piyamongkol	Independent Director, 2 <sup>nd</sup> Vice Chairman and Chairman of the Audit Committee (conference via electronic channels)
4.	Mr. Panya	Boonyapiwat	Director, Chairman of the Executive Committee Chairman of the Risk Management and Chief Executive Officer
5.	Mr. Smith	Leammanee	Independent Director, Audit Committee, Nomination and Remuneration Committee and Risk Management Committee (conference via electronic channels)
6.	Mr. Pairoj	Waiwanijchakij	Director, Executive Director and Risk Management Committee
7.	Mr. Jakkarat	Lertopas	Independent Director and Nomination and Remuneration Committee (conference via electronic channels)
8.	Ms. Chayasinee	Tienthon	Independent Director and Audit Committee (conference via electronic channels)

Managements who attended the meeting

1.	Miss Peeraya	Pothiprasart	Chief Financial Officer
2.	Ms. Yuppadee	Koopetngarm	Chief Services Officer and Company Secretary
3.	Mr. Chainarin	Sairungsi	Company Advisor (conference via electronic channels)
4.	Mr. Attapol	Sanont	Vice President - Accounting and Finance

Auditor

1.	Miss Yaowalak	Somprasert	Certified Public Accountant from A.M.T Associates (conference via electronic channels)
2.	Miss Pim-on	Kraisutthiwong	Certified Public Accountant from A.M.T Associates (conference via electronic channels)

External Free Legal Advisor

1.	Mr.Thammarat	Saengchan	External Free Legal Advisor, M&T Law Office Company Limited
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Thai Investors Association Representative

1.	Mr. Chatchai	Ngamvipas	(conference via electronic channels)
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There are 8 directors in company, all of them attended the meeting is calculated as 100% of attendants.

**Meeting began at 2 pm.**

Pol.Lt Gen. Somkid Boonthanom, Chairman of the Board of Directors and acting as the meeting chairman, addressed the meeting at 2 pm. by delegating Ms. Winutta Puangwerakul to act as the meeting moderator the moderator informed the meeting that the Company had convened an Extraordinary General Meeting of Shareholders No. 1/2023 via electronic media (E-meeting) on October 6, 2023, this time in accordance with the Emergency Decree on Meetings via Electronic Media B.E. 2563 and the announcement of the Ministry of Digital Economy and Society. society 2020, whereby the company has provided a service provider for meetings via electronic media that is specialized and certified by relevant agencies. have a representative from an outside law firm to conduct the meeting in a transparent manner legally and company regulations as well as principles of good corporate governance with video and audio broadcasts of the meeting Through VDO Conference system and the Company has recorded the images and audio of the meeting in the form of video media from the office, No. 52 Thaniya Plaza Building, 28<sup>th</sup> Floor, Silom Road, Suriyawong Subdistrict, Bangrak District, Bangkok 10500 at 2:00 p.m. A total of 37 people attended the meeting, both in person and in person. and proxies from shareholders equivalent to 9,891,449,900 shares or 40.836595979 percent of the total number of shares sold 24,222,023,562 shares

Then, moderator informed the meeting to make them aware of voting procedures to as concluded as important matters as follows:

**Voting Rules.**

1. As this meeting was conducted through electronic media, therefore, there was no ballot card to vote for attendees.
2. In voting procedures, requested is made to shareholders to go to E-Voting window, in order to vote in the defined period of one minute. After clicked to vote, system would provide pop-up to ask again whether to confirm your votes or not. To click once to confirm your votes.
3. In case of shareholders required to alter votes, it can be done by clicking to renew your vote again. When the agenda is closed for voting, shareholders is unable to vote or change their votes. Company would bring the disagreed votes and abstained votes to deduct from total votes from attendees who joined the meeting. For the rest of votes will be counted as agreed in those agenda. In normal case, according to public company act B.E. 2535 (1992) to hold as shareholders majority who attended the meeting and voted (voided ballots would not bring to calculate as counting base). If the votes counting is equal, chairman of the meeting will cast his ballot as one more vote to resolve. For attendees who joined the meeting through smart phone or tablet, requested shareholders to switch Zoom Application to Chrome Application to vote via menu E-Voting.
4. After you have finished your voting, please return to window E – meeting (zoom application) in order to continually watch and listen meeting sight and sound.
5. System would collate votes by counting total votes from voters who casted their ballots through E-Voting including advanced voters through proxies.

**Votes counting and Voting Results Notification**

Company would explain how to count votes and present to the meeting prior to start in each agenda by Company officer to count votes in each agenda. Company would furthermore notify voting resolution prior to next agenda begins, as each agenda numbers of shareholders attendances is varied, not equal as some shareholders enter the meeting additional or log out the system. Besides, Company arranged external legal consultant to observe and control the vote counting procedures in the meeting in order to make the shareholder meeting transparent, according to law and comply with Company's Articles of Association. The meeting attendees are able to ask question related to agenda of meeting during discussed period.

**In case of shareholders who intend to ask by typing message methods which can be done as follows;**

1. Please go to Chat Menu in Zoom Program in order to type messages.
2. Click "enter" in order to deliver message into the system.



**In case of shareholders who intend to ask by verbally which can be done as follows:**

1. Please go to below Menu "Participant" and click the raise your hand button without physically raise your hand.
2. When MC (microphone controller) of the meeting announce your name, the company officer would turn on microphone for you to ask questions. You would unmute and turn on microphone. In case of shareholders is unable to talk through microphone within period of one minute, please type message instead through Chat channel in order to MC to read your questions to the meeting in place of you.
3. In each question both typing messages or verbal, shareholders who attend the meeting please share your name with surname and specified whether you came by yourself or by proxies prior to ask question for beneficial of keeping record, precised, accurate and complete.
4. The Company gave the opportunity for meeting attendees to send question in each agenda. In case of no attendees' question being asked within two minutes, the Company would continue meeting. If shareholders have additional questions, please send through Chat channel by typing messages, the Company official would read your question later.

The company will publish minutes of the shareholder meeting. Including specifying the votes for each agenda via the company's website within 14 days from the meeting date.

The chairman delegated Ms. Winutta Puangwerakul, Administrative Officer and coordinator (secretary office) to conduct further meeting and proposed to the meeting for consideration according to following agendas.

**Agenda 1: To certify the minutes of the Annual General Meeting of Shareholders 2023 held on May 12, 2023.**

Meeting moderator reported that The Company prepared the Minutes of the Annual General Meeting of Shareholders 2023 held on May 12<sup>th</sup>, 2023 and board of directors approved the Extraordinary General Meeting of Shareholders No.1/2023, a copy of the report was sent to the shareholders to certify.

Prior to resolution take place, meeting moderator opened the opportunity to shareholders ask and share opinions. After there is no additional Q & A, therefore, meeting moderator proposed to the meeting to consider the resolution.

Besides, in this agenda would require approval in the meeting of shareholders by majority vote of shareholders who attended the meeting and eligible for voting. For this agenda, there were total 37 shareholders who attended the meeting both by themselves and by proxies as calculated as 9,891,449,900 shares or 40.836595979 % of total shares which has been total sold of 24,222,023,562 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

**Meeting Resolution**

The Extraordinary General Meeting of Shareholders No. 1/2023 considered and approved with unanimously agreed certify the minutes of the Annual General Meeting of Shareholders 2023 held on May 12, 2023 as shown all above with voting results of follows:

<b>Agreed</b>	<b>9,891,449,900</b>	<b>Votes as calculated as</b>	<b>100.00000000</b>
<b>Disagreed</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0.00000000</b>
<b>Abstained</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0.00000000</b>
<b>Bad card</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0.00000000</b>

Pol.Lt Gen. Somkid Boonthanom, Chairman concluded meeting resolution that Extraordinary General Meeting of Shareholders No. 1/2023 considered and agreed to certify the minutes of the Annual General Meeting of Shareholders 2023 held on May 12, 2023 with unanimously of shareholders who attended the meeting and eligible to vote.



**Agenda 2: To consider and approve the reduction of the Company's registered capital in the amount of 833,647,422.56 baht from the original registered capital. 18,923,369,754.44 baht is the registered capital 18,089,722,331.88 baht by eliminating common shares that have not yet been issued for sale 1,225,952,092 shares, par value 0.68 baht per share.**

Meeting moderator reported to support the issuance and offering of warrants to purchase the Company's ordinary shares No. 8 (B-W8) to the Company's existing shareholders in proportion to their shareholding the Company must reduce the registered capital of the Company by an amount 833,647,422.56 baht by eliminating common shares that have not yet been issued for sale 1,225,952,092 shares with a par value of 0.68 baht per share, which are common shares issued to support the exercise of the rights of warrants to purchase additional common shares of the Company No. 6 (B-W6) in the amount of 1,225,952,092 shares, which have ceased to be Securities listed since August 17, 2023

Prior to resolution take place, meeting moderator opened the opportunity to shareholders ask and share opinions. After there is no additional Q & A, therefore, meeting moderator proposed to the meeting to consider the resolution.

Besides, in this agenda would require approval in the meeting of shareholders by not less than three-fourths of shareholders who attended the meeting and eligible for voting. For this agenda, there were total 37 shareholders who attended the meeting both by themselves and by proxies as calculated as 9,891,449,900 shares or 40.836595979 % of total shares which has been total sold of 24,222,023,562 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

**Meeting Resolution**

The Extraordinary General Meeting of Shareholders No. 1/2023 considered and approved with unanimously agreed the reduction of the Company's registered capital in the amount of 833,647,422.56 baht from the original registered capital. 18,923,369,754.44 baht is the registered capital 18,089,722,331.88 baht by eliminating common shares that have not yet been issued for sale 1,225,952,092 shares, par value 0.68 baht per share as shown all above with voting results of follows:

<b>Agreed</b>	<b>9,891,449,900</b>	<b>Votes as calculated as</b>	100.00000000
<b>Disagreed</b>	0	<b>Votes as calculated as</b>	0.00000000
<b>Abstained</b>	0	<b>Votes as calculated as</b>	0.00000000
<b>Bad card</b>	0	<b>Votes as calculated as</b>	0.00000000

Pol.Lt Gen. Somkid Boonthanom, Chairman concluded meeting resolution that Extraordinary General Meeting of Shareholders No. 1/2023 considered and agreed the reduction of the Company's registered capital in the amount of 833,647,422.56 baht from the original registered capital. 18,923,369,754.44 baht is the registered capital 18,089,722,331.88 baht by eliminating common shares that have not yet been issued for sale 1,225,952,092 shares, par value 0.68 baht per share with unanimously of shareholders who attended the meeting and eligible to vote.

**Agenda 3: To consider and approve the amendment of the Company's memorandum of association, Section 4, to be consistent with the reduction of the Company's registered capital.**

Meeting moderator reported to consistent with the reduction of the Company's registered capital as shown in Agenda 2, the Company must amend Section 4 of the Company's memorandum of association by using the following text instead.

"No. 4"	Registered Capital	18,089,722,331.88	Baht	(Eighteen thousand eighty-nine million seven hundred twenty-two thousand three hundred thirty-one baht and eighty-eight satang)
	Consists of	26,602,532,841	Shares	(Twenty-six billion six hundred two million five hundred thirty-two thousand eight hundred and forty-one shares)
	Par value of	0.68	Baht	(Sixty-eight)
	Divided into			
	Ordinary Shares	26,602,532,841	Shares	(Twenty-six billion six hundred two million five hundred thirty-two thousand eight hundred and forty-one shares)
	Preferred Shares	-	Shares	(Shares-)

Prior to resolution take place, meeting moderator opened the opportunity to shareholders ask and share opinions. After there is no additional Q & A, therefore, meeting moderator proposed to the meeting to consider the resolution.

Besides, in this agenda would require approval in the meeting of shareholders by not less than three-fourths of shareholders who attended the meeting and eligible for voting. For this agenda, there were total 37 shareholders who attended the meeting both by themselves and by proxies as calculated as 9,891,449,900 shares or 40.836595979 % of total shares which has been total sold of 24,222,023,562 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

**Meeting Resolution**

The Extraordinary General Meeting of Shareholders No. 1/2023 considered and approved with unanimously agreed the amendment of the Company's memorandum of association, Section 4, to be consistent with the reduction of the Company's registered capital as shown all above with voting results of follows:

<b>Agreed</b>	<b>9,891,449,900</b>	<b>Votes as calculated as</b>	<b>100.00000000</b>
<b>Disagreed</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0.00000000</b>
<b>Abstained</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0.00000000</b>
<b>Bad card</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0.00000000</b>

Pol.Lt Gen. Somkid Boonthanom, Chairman concluded meeting resolution that Extraordinary General Meeting of Shareholders No. 1/2023 considered and agreed the amendment of the Company's memorandum of association, Section 4, to be consistent with the reduction of the Company's registered capital with unanimously of shareholders who attended the meeting and eligible to vote.

**Agenda 4: To consider and approve the change in the par value of the Company's shares by combining the par value (including par) from the original par value of 0.68 baht per share to 2.04 baht per share and amending Section 4 of the Company's memorandum of association to be consistent with the change in the par value of the company's shares.**

Meeting moderator reported to changing the par value of shares (Par Value) from the current 0.68 baht per share to 2.04 baht per share by combining stocks (Reverse Stock Split) by combining stocks results in the number of shares of the company decreasing by 17,735,021,894 shares from the original 26,602,532,841 shares to 8,867,510,947 shares with a par value of 2.04 baht per share, which is a change in the par value of the said company's shares. This will result in the number of shares held by each shareholder decreasing in the ratio of 3 old shares to 1 new share, with details as follows:

Description	Before reverse stock split Par Value	After reverse stock split Par Value
Ordinary shares	18,089,722,331.88 Baht	18,089,722,331.88 Baht
Paid-up capital	16,470,976,022.16 Baht	16,470,976,022.16 Baht
Par Value	0.68 Baht	2.04 Baht
Registered paid-up shares	24,222,023,562 shares	8,074,007,854 shares

In addition, the Board of Directors resolved to approve to propose to the shareholders' meeting to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the change in the par value of the Company's shares. The details are as follows:

"No. 4"	Registered Capital	18,089,722,331.88	Baht	(Eighteen thousand eighty-nine million seven hundred twenty-two thousand three hundred thirty-one baht and eighty-eight satang)
	Consists of	8,867,510,947	Shares	(Eight billion, eight hundred and sixty-seven million, five hundred and ten thousand, nine hundred and forty-seven shares)
	Par value of	2.04	Baht	(Two baht four eight satang)
	Divided into			
	Ordinary Shares	8,867,510,947	Shares	(Eight billion, eight hundred and sixty-seven million, five hundred and ten thousand, nine hundred and forty-seven shares)
	Preferred Shares	-	Shares	(Shares-)

The calculation of changing the par value from 0.68 baht per share to 2.04 baht per share will result in a number of shareholders who do not have enough shares to combine. The fractional shares from the calculation will be terminated. (Shareholders might consider purchasing more B shares or sell the remaining B shares so that the total shares held by shareholders are enough for the reverse stock split at the rate of 3 old ordinary shares at original par value for 1 new ordinary share at the new par value). In the calculation and rounding the fractional shares process, the Company will assign Thailand Securities Depository Co., Ltd. ("TSD"), the securities registrar, to be responsible for the said processes according to the TSD operation. Nevertheless, to retain the rights of some shareholders which may be affected by the calculation and rounding process, shareholders may purchase or sell shares (odd lot) on the stock exchange to have enough shares for the calculation and rounding process before the effective date of the new par value. However, for shareholders who do not have enough shares to be combined and the said shares will be terminated, the Company will pay for the terminated shares at average price calculated by volume weighted average closing price of the Company's stock price 7 days prior to the Extraordinary General Meeting of Shareholders No. 1/2023, and the proceeds will be transferred to the shareholders' bank account as stated below.

### **Procedures for Requesting Compensations for Fractional Shares.**

1. Prepare Documents.
  - 1.1. Documents Confirming Shareholder's Identity as follows;
    - 1.1.1 Individuals : Photo copy of identification card (ID), Government Official Card, State Enterprise Card or Passport which is not expired on the requested date.
    - 1.1.2 Juristic Persons:
      - (1) Photo copy of juristic person certificate issued by Department of Business Development, Ministry of Commerce or certificate of establishment of the juristic person (in case of foreign juristic person) which is issued within 6 months prior to the requested date, and
      - (2) Photo copy of identity documents of authorized directors and has been certified by the authorized directors (as specified documents for individuals).
  - 1.2. Photo copy of the book bank account which the shareholders wish the compensations to be transferred to and the name stated on the bank book account shall be the same as the shareholder.  
All documents in item 1. shall be certified by the shareholders or authorized directors with Company stamp (if any).

Submit all documents in item 1. To the Company at the office no. 52 Thaniya Plaza Building, 28<sup>th</sup> Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500 in person or by postal within 1 month after the date that the stock has been traded at the new par value, meaning the next business day after the first day trading with the

The Company will transfer the compensation for the fractional shares to the shareholders after the Company has reviewed the correctness of all information and documents after 1 month starting from the document received date. **In case any shareholders do not request for the compensation for the fractional shares within the time limit, the Company will assume that the shareholders have waived their rights for the compensation.**

In this regard, the authorized directors and/or the Chief Executive Officer and/or the person assigned by the authorized director and/or Chief Executive Officer have the authority to take any necessary and reasonable action concerning any change in the par value of the shares. This includes, but is not limited to, setting conditions and other details, notifying or requesting permission to any relevant authority in compliance with the law and/or relevant regulations and the Company's memorandum of association must be amended, Clause 4, to reflect the change in the par value of shares above as follows: "Registered capital amount 18,089,722,331.88 baht divided into 8,867,510,947 shares with a value of 2.04 baht per share."

The company still has unissued shares that support the exercise of warrants to purchase ordinary shares of the company No. 7 (B-W7) amount of 2,380,509,279 shares at a par value of 0.68 baht per share. The par value of shares by the consolidation method is 2.04 baht per share, as a result, the reserved shares for B-W7 remain 793,503,093 shares after the change in par value by the share consolidation method, the exercise ratio and price of B-W7 will change as follows;

Description	Existing	New (after the change in par value by the consolidation method)
Exercise price (baht/share)	0.369	1.107
Exercise ratio (unit : shares)	1 : 2.679	1 : 0.893

Prior to resolution take place, meeting moderator opened the opportunity to shareholders ask and share opinions. After there is no additional Q & A, therefore, meeting moderator proposed to the meeting to consider the resolution.

Besides, in this agenda would require approval in the meeting of shareholders by not less than three-fourths of shareholders who attended the meeting and eligible for voting. For this agenda, there were total 37 shareholders who attended the meeting both by themselves and by proxies as calculated as 9,891,449,900 shares or 40.836595979 % of total shares which has been total sold of 24,222,023,562 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

### **Meeting Resolution**

The Extraordinary General Meeting of Shareholders No. 1/2023 considered and approved with unanimously agreed the change in the par value of the Company's shares by combining the par value (including par) from the original par value of 0.68 baht per share to 2.04 baht per share and amending Section 4 of the Company's memorandum of association to be consistent with the change in the par value of the company's shares as shown all above with voting results of follows:

<b>Agreed</b>	<b>9,891,449,900</b>	<b>Votes as calculated as</b>	100.000000000
<b>Disagreed</b>	0	<b>Votes as calculated as</b>	0.000000000
<b>Abstained</b>	0	<b>Votes as calculated as</b>	0.000000000
<b>Bad card</b>	0	<b>Votes as calculated as</b>	0.000000000

Pol.Lt Gen. Somkid Boonthanom, Chairman concluded meeting resolution that Extraordinary General Meeting of Shareholders No. 1/2023 considered and agreed the change in the par value of the Company's shares by combining the par value (including par) from the original par value of 0.68 baht per share to 2.04 baht per share and amending Section 4 of the Company's memorandum of association to be consistent with the change in the par value of the company's shares with unanimously of shareholders who attended the meeting and eligible to vote.

### **Agenda 5: To consider and approve the issuance and offering of warrants to purchase the Company's common shares to the Company's existing shareholders in proportion to their shareholding (B-W8), an amount not exceeding 2,691,335,951 units, free of charge.**

Meeting moderator reported the Company intends to issue and offer for sale warrants to purchase the Company's ordinary shares No. 8 (B-W8) in an amount not exceeding 2,691,335,951 units (after the change in the par value by means of combining shares) to the existing shareholders of the company in proportion to their shareholding whose names appear in the register on the date of determining the names of shareholders who are entitled to be allocated warrants to purchase shares. The Company's ordinary shares No. 8 (B-W8) (Record Date) on Tuesday, October 31, 2023 at the rate of 3 existing common shares per 1 warrant. Without charge (zero baht), exercise rate: 1 unit can exercise the right to purchase 1 additional common share of the company at an exercise price of 0.30 baht per share, a par value of 2.04 baht per share, for a period of 3 years from the date. The warrants are issued and offered for sale on the day of the Board of Directors' meeting to propose the issuance of warrants and capital increase and on the day of the shareholder meeting to consider approving such matters Separate financial statements of the company which has been reviewed by the company's certified public accountants in the latest period as of the 2nd quarter of 2023, ending on June 30, 2023. The Company has accumulated losses according to the separate financial statements in the amount of 35.56 million baht.

Prior to resolution take place, meeting moderator opened the opportunity to shareholders ask and share opinions. After there is no additional Q & A, therefore, meeting moderator proposed to the meeting to consider the resolution.

Besides, in this agenda would require approval in the meeting of shareholders by not less than three-fourths of shareholders who attended the meeting and eligible for voting. For this agenda, there were total 37 shareholders who attended the meeting both by themselves and by proxies as calculated as 9,891,449,900 shares or 40.836595979 % of total shares which has been total sold of 24,222,023,562 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

### **Meeting Resolution**

The Extraordinary General Meeting of Shareholders No. 1/2023 considered and approved with unanimously agreed the issuance and offering of warrants to purchase the Company's common shares to the Company's existing shareholders in proportion to their shareholding (B-W8), an amount not exceeding 2,691,335,951 units, free of charge as shown all above with voting results of follows:

<b>Agreed</b>	<b>9,891,449,900</b>	<b>Votes as calculated as</b>	100.000000000
<b>Disagreed</b>	0	<b>Votes as calculated as</b>	0.000000000
<b>Abstained</b>	0	<b>Votes as calculated as</b>	0.000000000
<b>Bad card</b>	0	<b>Votes as calculated as</b>	0.000000000

Pol.Lt Gen. Somkid Boonthanom, Chairman concluded meeting resolution that Extraordinary General Meeting of Shareholders No. 1/2023 considered and agreed the issuance and offering of warrants to purchase the Company's common shares to the Company's existing shareholders in proportion to their shareholding (B-W8), an amount not exceeding 2,691,335,951 units, free of charge with unanimously of shareholders who attended the meeting and eligible to vote.

**Agenda 6: To consider and approve the increase of the company's registered capital in the amount of 5,490,325,340.04 baht from the original registered capital. 18,089,722,331.88 baht is the new registered capital. 23,580,047,671.92 baht by issuing new common shares, not exceeding 2,691,335,951 shares, with a par value of 2.04 baht per share.**

Meeting moderator reported the Company plans to expand investment in its core business and to provide the Company with sufficient investment funds to support the expansion of investment in the Company's current business. The Company therefore wishes to increase the registered capital of the Company by another amount. 5,490,325,340.04 baht from the original registered capital 18,089,722,331.88 baht is the new registered capital. 23,580,047,671.92 baht by issuing and offering warrants to purchase the company's common shares to the company's existing shareholders in proportion to their shareholding (B-W8) in an amount not exceeding 2,691,335,951 units with a par value of 2.04 baht per share ( after the change in par value by means of combining shares)

Prior to resolution take place, meeting moderator opened the opportunity to shareholders ask and share opinions. After there is no additional Q & A, therefore, meeting moderator proposed to the meeting to consider the resolution.

Besides, in this agenda would require approval in the meeting of shareholders by not less than three-fourths of shareholders who attended the meeting and eligible for voting. For this agenda, there were total 37 shareholders who attended the meeting both by themselves and by proxies as calculated as 9,891,449,900 shares or 40.836595979 % of total shares which has been total sold of 24,222,023,562 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

### **Meeting Resolution**

The Extraordinary General Meeting of Shareholders No. 1/2023 considered and approved with majority votes agreed the increase of the company's registered capital in the amount of 5,490,325,340.04 baht from the original registered capital. 18,089,722,331.88 baht is the new registered capital. 23,580,047,671.92 baht by issuing new common shares, not exceeding 2,691,335,951 shares, with a par value of 2.04 baht per share as shown all above with voting results of follows:

<b>Agreed</b>	<b>9,877,519,900</b>	<b>Votes as calculated as</b>	99.859171300
<b>Disagreed</b>	0	<b>Votes as calculated as</b>	0.000000000
<b>Abstained</b>	13,930,000	<b>Votes as calculated as</b>	0.140828700
<b>Bad card</b>	0	<b>Votes as calculated as</b>	0.000000000



Pol.Lt Gen. Somkid Boonthanom, Chairman concluded meeting resolution that Extraordinary General Meeting of Shareholders No. 1/2023 considered and agreed the increase of the company's registered capital in the amount of 5,490,325,340.04 baht from the original registered capital. 18,089,722,331.88 baht is the new registered capital. 23,580,047,671.92 baht by issuing new common shares, not exceeding 2,691,335,951 shares, with a par value of 2.04 baht per share with majority votes of shareholders who attended the meeting and eligible to vote.

**Agenda 7 To consider and approve the amendment of the Company's Memorandum of Association, Section 4, to be consistent with the increase in the Company's registered capital.**

Meeting moderator reported to consistent with the increase in the Company's registered capital as shown in Agenda 6, the Company must amend Section 4 of the Company's Memorandum of Association by using the following text instead

"No. 4"	Registered Capital	23,580,047,671.92	Baht	(Twenty-three billion, five hundred and eighty million, forty-seven thousand, six hundred and seventy-one point nine two stang.)
	Consists of	11,558,846,898	Shares	(Eleven billion, five hundred and fifty-eight million, eight hundred and forty-six thousand, eight hundred and ninety-eight shares)
	Par value of	2.04	Baht	(Two baht four eight satang)
	Divided into			
	Ordinary Shares	11,558,846,898	Shares	(Eleven billion, five hundred and fifty-eight million, eight hundred and forty-six thousand, eight hundred and ninety-eight shares)
	Preferred Shares	-	Shares	(Shares-)

Prior to resolution take place, meeting moderator opened the opportunity to shareholders ask and share opinions. After there is no additional Q & A, therefore, meeting moderator proposed to the meeting to consider the resolution.

Besides, in this agenda would require approval in the meeting of shareholders by not less than three-fourths of shareholders who attended the meeting and eligible for voting. For this agenda, there were total 37 shareholders who attended the meeting both by themselves and by proxies as calculated as 9,891,449,900 shares or 40.836595979 % of total shares which has been total sold of 24,222,023,562 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

**Meeting Resolution**

The Extraordinary General Meeting of Shareholders No. 1/2023 considered and approved with unanimously agreed the amendment of the Company's Memorandum of Association, Section 4, to be consistent with the increase in the Company's registered capital as shown all above with voting results of follows:

<b>Agreed</b>	<b>9,891,449,900</b>	<b>Votes as calculated as</b>	<b>100.00000000</b>
<b>Disagreed</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0.00000000</b>
<b>Abstained</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0.00000000</b>
<b>Bad card</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0.00000000</b>

Pol.Lt Gen. Somkid Boonthanom, Chairman concluded meeting resolution that Extraordinary General Meeting of Shareholders No. 1/2023 considered and agreed the amendment of the Company's Memorandum of Association, Section 4, to be consistent with the increase in the Company's registered capital with unanimously of shareholders who attended the meeting and eligible to vote.

**Agenda 8: To consider and approve the allocation of additional common shares in the amount not exceeding 2,691,335,951 shares.**

Meeting moderator reported the Company's resolution to issue and offer warrants to purchase the Company's ordinary shares No. 8 (B-W8), an amount not exceeding 2,691,335,951 shares, with a par value of 2.04 baht per share (two baht, four satang). Therefore, it is necessary to allocate new common shares in an amount not exceeding 2,691,335,951 shares

In the case where there are shares remaining, in the case where there are shares remaining because the rights according to the warrants have not been exercised. The company will present it to the shareholder meeting to consider reducing the registered capital

Prior to resolution take place, meeting moderator opened the opportunity to shareholders ask and share opinions. After there is no additional Q & A, therefore, meeting moderator proposed to the meeting to consider the resolution.

Besides, in this agenda would require approval in the meeting of shareholders by majority vote of shareholders who attended the meeting and eligible for voting. For this agenda, there were total 37 shareholders who attended the meeting both by themselves and by proxies as calculated as 9,891,449,900 shares or 40.836595979 % of total shares which has been total sold of 24,222,023,562 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

**Meeting Resolution**

The Extraordinary General Meeting of Shareholders No. 1/2023 considered and approved with unanimously agreed the allocation of additional common shares in the amount not exceeding 2,691,335,951 shares as shown all above with voting results of follows:

<b>Agreed</b>	<b>9,891,449,900</b>	<b>Votes as calculated as</b>	100.00000000
<b>Disagreed</b>	0	<b>Votes as calculated as</b>	0.00000000
<b>Abstained</b>	0	<b>Votes as calculated as</b>	0.00000000
<b>Bad card</b>	0	<b>Votes as calculated as</b>	0.00000000

Pol.Lt Gen. Somkid Boonthanom, Chairman concluded meeting resolution that Extraordinary General Meeting of Shareholders No. 1/2023 considered and agreed the allocation of additional common shares in the amount not exceeding 2,691,335,951 shares with unanimously of shareholders who attended the meeting and eligible to vote.





Annual Report 2023 (56-1 ONE REPORT)



Statement of Financial Position and Profit and Loss Statements for the Fiscal Year ended December 31, 2023



**List of names and history of directors who retire by rotation  
and has been nominated to return to the new position in the year 2024**

**Positions :** Director,  
Vice Chairman No.1  
Chairman of the Nomination and Remuneration  
Committee and Executive Director

**Name :** Miss Suttirat Leeswadtrakul

**Age :** 43 years old

**Date of first appointment :** February 27<sup>th</sup>, 2018

**Number of years in office :** 5 years

**Number of shares held in the company (as of February 29, 2024) :** - None -

**Conflict of interest in this meeting :** - None -

**Education**

: Master of Economics Business Economics Thammasat University  
: Bachelor of Communication Arts Bangkok University

**Director Training (IOD)**

: Director Accreditation Program (DAP) # 61/2550  
: Advanced Audit Committee Program (AACP) # 51/2024



**Work history for the past 5 years in holding director/executive positions in other businesses**

(a) Number of businesses holding positions In 6 unregistered (other) companies as follows:

June 2019 - Present	Director	BEYOND CAPITAL CO., LTD.
October 2022 - Present	Director	BEYOND CAPITAL ASSET MANAGEMENT CO., LTD.
2021 - Present	Director	THEPRITTA COMPANY LIMITED
2021 - Present	Director	THAN TARA CHAI COMPANY LIMITED
2008 - 2021	Director	SOLUTION MOTORS CO., LTD.
2008 - 2021	Director and Executive Director	MILLCON BURAPA CO., LTD.

(b) Number of businesses holding positions In 1 (other) listed company as follows:

2008 - 2021	Director and Executive Director	Millcon Steel Plc.
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(c) Specify the name of the type of business in cases where it may cause a conflict of interest: - None -

**List of names and history of directors who retire by rotation  
and has been nominated to return to the new position in the year 2024**

**Forbidden Qualifications**

- Never dishonestly committed an offence against property
- Never entered into any transaction which may cause conflict of interest against company during the year

**Relationship Characteristics of nominated persons qualified as independent directors**

1. Being close relatives to other executive / major shareholders controlling person / subsidiaries  
- None -
2. Having relationship in any of these characteristics to company / subsidiary company /major shareholder / or controlling person either at present or during the past 4 years
  - Be an executive director, staff, employee or advisor who receives salary - None -
  - Be a professional service provider - None -
  - Having material business relationship in such a way that may affect their independence – None -

**Meeting attendance in 2023**

Board of Director Meeting	16/16
Nomination and Remuneration Committee Meeting	3/3
Executive Board Committee Meeting	15/15

**Criteria for selecting directors**

Board of Directors It has been considered with the approval of the Nomination and Remuneration Committee and is of the opinion that Miss Suttirat Leeswadtrakul has the qualifications to be a director and Vice Chairman of the Executive Committee Complete as required by law, have knowledge and abilities that will be beneficial to the company's business operations. Therefore, it was deemed appropriate to present it to the general meeting of shareholders to consider the election. Miss Suttirat Leeswadtrakul returned to the position of Director, 1st Vice Chairman of the Company's Board of Directors, Chairman of the Nomination and Remuneration Committee. and executive committee Continue for another term

(The person nominated this time does not hold a position as a director or executive in any other business that may cause a conflict of interest to the company.)

**List of names and history of directors who retire by rotation  
and has been nominated to return to the new position in the year 2024**

**Positions :** Director

Chairman of Executive Board Committee

Chairman of the Risk Management Committee

Chief Executive Officer



**Name :** Mr. Panya Boonpiwat

**Age :** 61 years old

**Date of first appointment :** November 5<sup>th</sup>, 2020

**Number of years in office :** 3 years

**Number of shares held in the company (as of February 29, 2024) :** 7,933,333

**Conflict of interest in this meeting :** - None -

**Education :**

- Doctor Degree : Management Psychology, University of Texas at Arlington
- Master Degree : General Management, University of Texas at Arlington
- Bachelor Degree: Electrical Engineering, Kasetsart University.

**Director Training (IOD)**

- Executive Director Program Generation 94/2007 (DCP 94/2007)
- Role of The Chairman Program RCP generation 39/2016 Institute of Directors Association (IOD)
- Executive Program Capital Market Academy (CMA) Class 19
- Global Business Leaders Program, Class 1
- Business Creativity Development Institute Course, Class 7

**Work history for the past 5 years in holding director/executive positions in other businesses**

(a) Number of businesses holding positions In 3 unregistered (other) companies as follows:

2021 - Present	Director	THEPRITTA COMPANY LIMITED
2021 - Present	Director	THAN TARA CHAI COMPANY LIMITED
2021 - 2022	Director	SOLUTION MOTORS CO., LTD.

(b) Number of businesses holding positions In 1 (other) listed company as follows:

2010 - Present	Independent Director	Bangkok Land Pcl.
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(c) Specify the name of the type of business in cases where it may cause a conflict of interest: - None -

**Forbidden Qualifications**

- Never dishonestly committed an offence against property
- Never entered into any transaction which may cause conflict of interest against company during the year

**List of names and history of directors who retire by rotation  
and has been nominated to return to the new position in the year 2024**

**Relationship Characteristics of nominated persons qualified as independent directors**

1. Being close relatives to other executive / major shareholders controlling person / subsidiaries  
- None –
2. Having relationship in any of these characteristics to company / subsidiary company /major shareholder / or controlling person either at present or during the past 4 years
  - Be an executive director, staff, employee or advisor who receives salary - None -
  - Be a professional service provider - None -
  - Having material business relationship in such a way that may affect their independence – None -

**Meeting attendance in 2023**

Board of Director Meeting	16/16
Risk Management Committee Meeting	3/3
Executive Board Committee Meeting	15/15

**Criteria for selecting directors**

Board of Directors It has been considered with the approval of the Nomination and Remuneration Committee and found that Mr. Panya Boonyapiwat is qualified to be a director. and Vice Chairman of the Executive Committee Complete as required by law Set up knowledge and abilities that will be beneficial to the company's business operations. Therefore, it is considered appropriate to present to the general meeting of shareholders to consider the election of Mr. Panya Boonyapiwat to return to the position of director, chairman of the executive committee. Chairman of the Risk Management Committee and Chief Executive Officer Continue for another term

(The person nominated this time does not hold positions as directors or executives in other businesses that may cause conflicts of interest with the company.)

**List of names and history of directors who retire by rotation  
and has been nominated to return to the new position in the year 2024**

**Positions** : Independent Director  
Audit Committee  
Nomination and Remuneration Committee  
Risk Management Committee.



**Name** : Mr. Smith Leam-manee

**Age** : 58 years old

**Date of first appointment** : September 8<sup>TH</sup> 2020

**Number of years in office** : 3 years

**Number of shares held in the company (as of February 29, 2024)** : - None -

**Conflict of interest in this meeting** : - None -

**Education :**

- Master of Business Administration, Ramkhamhaeng University
- Bachelor of Engineering, King Mongkut's Institute of Technology North Bangkok

**Director Training (IOD)**

- None -

**Work history for the past 5 years in holding director/executive positions in other businesses**

(a) Number of businesses holding positions In 3 unregistered (other) companies as follows:

2019 - Present	CEO and Project Manager	Ergon Asia Company Limited
2015 - 2017	Chief Executive Officer	AED Fabrication Company Limited,
2004 -2012	Managing Director	N V S Intelligent Co., Ltd

(b) Number of businesses holding positions In (other) listed company as follows:

(c) Specify the name of the type of business in cases where it may cause a conflict of interest: - None -

**Forbidden Qualifications**

- Never dishonestly committed an offence against property
- Never entered into any transaction which may cause conflict of interest against company during the year

**List of names and history of directors who retire by rotation  
and has been nominated to return to the new position in the year 2024**

**Relationship Characteristics of nominated persons qualified as independent directors**

1. Being close relatives to other executive / major shareholders controlling person / subsidiaries  
- None –
2. Having relationship in any of these characteristics to company / subsidiary company /major shareholder / or controlling person either at present or during the past 4 years
  - Be an executive director, staff, employee or advisor who receives salary - None -
  - Be a professional service provider - None -
  - Having material business relationship in such a way that may affect their independence – None -

**Meeting attendance in 2023**

Board of Director Meeting	16/16
Risk Management Committee Meeting	3/3
Executive Board Committee Meeting	15/15
Audit Committee	7/7

**Criteria for selecting directors**

Board of Directors It has been considered with the approval of the Nomination and Remuneration Committee and found that Mr. Samit Liammanee is qualified to be a director. and Vice Chairman of the Executive Committee Complete as required by law Have knowledge and abilities that will be beneficial to the company's business operations. Therefore, it is considered appropriate to present to the general meeting of shareholders to consider the election of Mr. Samit Liammanee to return to the position of independent director, member of the audit committee. Nomination and Remuneration Committee and Risk Management Committee Continue for another term

(The person nominated this time does not hold positions as directors or executives in other businesses that may cause conflicts of interest with the company.)



## List of names and profiles of auditors nominated to be appointed auditors for the year 2024

Name -Surname	<ul style="list-style-type: none"> <li>Mr. Chaiyuth Angsuwithaya</li> </ul>
CPA (Thailand No.)	<ul style="list-style-type: none"> <li>3885</li> </ul>
Education	<ul style="list-style-type: none"> <li>MPA, National Institute of Development Administration (NIDA)</li> <li>BBL, Thammasat University</li> <li>BBA, Thammasat University</li> </ul>
Current Position	<ul style="list-style-type: none"> <li>Audit Partner</li> </ul>
Certificates	<ul style="list-style-type: none"> <li>CPA Registration No. 3885</li> <li>CPA approved by the office of SEC</li> </ul>
Experience	<ul style="list-style-type: none"> <li>Experience in external auditing more than 20 years</li> </ul>
Conflict of interest with the Company, the management, the major shareholders	<ul style="list-style-type: none"> <li>None</li> </ul>



Name -Surname	<ul style="list-style-type: none"> <li>Mrs.Natsarak Sarochanunjeen</li> </ul>
CPA (Thailand No.)	<ul style="list-style-type: none"> <li>4536</li> </ul>
Education	<ul style="list-style-type: none"> <li>Higher Diploma in Auditing Program, Thammasat University</li> <li>BBA, Thammasat University</li> </ul>
Current Position	<ul style="list-style-type: none"> <li>Audit Partner</li> </ul>
Certificates	<ul style="list-style-type: none"> <li>CPA Registration No. 3885</li> <li>CPA approved by the office of SEC</li> </ul>
Experience	<ul style="list-style-type: none"> <li>Experience in external auditing more than 20 years</li> </ul>
Conflict of interest with the Company, the management, the major shareholders	<ul style="list-style-type: none"> <li>None</li> </ul>



## List of names and profiles of auditors nominated to be appointed auditors for the year 2024

Name -Surname	<ul style="list-style-type: none"> <li>Miss Daranee Somkamnerd</li> </ul>
CPA (Thailand No.)	<ul style="list-style-type: none"> <li>5007</li> </ul>
Education	<ul style="list-style-type: none"> <li>Higher Diploma in Auditing Program, - Thammasat University</li> <li>BBA, Thammasat University</li> </ul>
Current Position	<ul style="list-style-type: none"> <li>Audit Partner</li> </ul>
Certificates	<ul style="list-style-type: none"> <li>CPA Registration No. 5007</li> <li>CPA approved by the office of SEC</li> </ul>
Experience	<ul style="list-style-type: none"> <li>Experience in external auditing more than 20 years</li> </ul>
Conflict of interest with the Company, the management, the major shareholders	<ul style="list-style-type: none"> <li>None</li> </ul>



Name -Surname	<ul style="list-style-type: none"> <li>Miss Jarunee Nuammae</li> </ul>
CPA (Thailand No.)	<ul style="list-style-type: none"> <li>5596</li> </ul>
Education	<ul style="list-style-type: none"> <li>High Diploma in Auditing Program, - Thammasat University</li> <li>B.B.A.(Accounting), - Rajamangla Institute of Technology</li> </ul>
Current Position	<ul style="list-style-type: none"> <li>Audit Partner</li> </ul>
Certificates	<ul style="list-style-type: none"> <li>CPA Registration No. 5596</li> <li>CPA approved by the office of SEC</li> </ul>
Experience	<ul style="list-style-type: none"> <li>Experience in external auditing more than 20 years</li> </ul>
Conflict of interest with the Company, the management, the major shareholders	<ul style="list-style-type: none"> <li>None</li> </ul>



## List of names and profiles of auditors nominated to be appointed auditors for the year 2024

Name -Surname	<ul style="list-style-type: none"> <li>Mr. Siramate Akkharachotkullanun</li> </ul>
CPA (Thailand No.)	<ul style="list-style-type: none"> <li>11821</li> </ul>
Education	<ul style="list-style-type: none"> <li>BBA, Kasetsart University</li> </ul>
Current Position	<ul style="list-style-type: none"> <li>Audit Partner</li> </ul>
Certificates	<ul style="list-style-type: none"> <li>CPA Registration No. 11821</li> <li>CPA approved by the office of SEC</li> </ul>
Experience	<ul style="list-style-type: none"> <li>Experience in external auditing more than 20 years</li> </ul>
Conflict of interest with the Company, the management, the major shareholders	<ul style="list-style-type: none"> <li>None</li> </ul>



**Definition of Independent Director of Begistics Public Company Limited**

An Independent Director is a qualified individual and possesses an independency according to the Company's Corporate Governance Policy established by the Board, and the criteria established by the Stock Exchange of Thailand, which have been defined more restrictively than the criteria established by the stock Exchange of Thailand.

An Independent Director shall:

1. hold shares not exceeding 0.5 per cent of the total number of voting rights of the Company, its parent company, subsidiary, affiliate or juristic person which may have conflict of interest, including the shares held by related persons of the independent director;
2. neither be nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent company, subsidiaries, affiliates, same-level subsidiaries or juristic persons which may have any conflict of interest. Any audit committee member who may be appointed on or after 1 July 2010, shall have ended the foregoing relationship not less than two years prior to the date of appointment;
3. not have a business relationship with the Company, its parent company, subsidiaries, affiliates or juristic persons which may have any conflict of interest, in any manner that may interfere with his or her independent judgment, and not be, or used to be, a substantial shareholder or controlling person in its parent company, subsidiaries, affiliates or juristic persons that may have any conflict of interest. Any audit committee member who may be appointed on or after 1 July 2010, shall have ended the foregoing relationship not less than two years prior to the date of appointment.

The term 'business relationship' aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property , transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the company or its counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences;

4. not be person related by blood or registration under laws, such as in the manner of father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the Company or its subsidiary;
5. not be director who has been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the Company's major shareholder;

6. neither be nor having been an auditor of the Company, its parent company, subsidiaries, affiliates or juristic persons which may have any conflict of interest, and not having been a substantial shareholder, controlling person or partner of an audit firm which employs auditors of the Company, its parent company, subsidiaries, affiliates or juristic person who may have any conflict of interest. Any audit committee member who may be appointed on or after 1 July 2010, shall have ended the foregoing relationship not less than two years prior to the date of appointment;
7. neither be nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the Company, its parent company, subsidiaries, affiliates or juristic persons which may have any conflict of interest, and not having been a substantial shareholder, controlling person or partner of the professional advisor. Any audit committee member who may be appointed on or after 1 July 2010, shall have ended the foregoing relationship not less than two years prior to the date of appointment;
8. not conduct any business of the same nature as the Company's or its subsidiaries and is in competition with them in any material respect, nor being a substantial partner, shareholder holding more than one (1) per cent of the voting shares, director (having management role), employee, officer or advisor (obtaining a regular salary) of any company whose business is of the same nature as the Company 's or its subsidiaries' business, and is in competition with them in any material respect;
9. not have any other manners, which may render him or her incapable of expressing independent opinions with regard to the Company's business affairs.

After having been appointment as an independent director with qualifications complying with the criteria under items 1 to 8 above, the independent director may be assigned by the Board to take part in the business decisions of the Company's its parent company, subsidiaries, affiliates, same level subsidiaries or juristic persons which may have any conflict of interest, on condition that these decisions must be collective ones.

The Company may appoint a person who has a business relation or provides a professional service described in item No.3 or 7 above if the Board carefully considers the business relationship of service provided and concludes that the appointment will not interfere with the exercise of independent judgment in the independent director's

responsibilities. The Company must disclose the following information in the items regarding the appointment of independent directors on the agenda of the shareholders' meeting:

- a) The nature of the business relationship or professional service that excludes the nominated independent director from the standard requirements;
- b) The reason or need to retain or appoint this person as an independent director;
- c) The Board's opinion on proposing the appointment of this person as an independent director.

Profiles of the Independent Directors appointed as proxy by the Company

**Positions :** Independent Director  
Audit Committee  
Nomination and Remuneration Committee  
Risk Management Committee.



**Name :** Mr. Smith Leam-manee

**Age :** 58 years old

**Date of first appointment :** September 8<sup>TH</sup> 2020

**Number of years in office :** 3 years

**Number of shares held in the company (as of February 29, 2024) :** - None -

**Conflict of interest in this meeting :** - None -

**Education :**

- Master of Business Administration, Ramkhamhaeng University
- Bachelor of Engineering, King Mongkut's Institute of Technology North Bangkok

**Director Training (IOD)**

- None -

**Work history for the past 5 years in holding director/executive positions in other businesses**

(a) Number of businesses holding positions In 3 unregistered (other) companies as follows:

2019 - Present	CEO and Project Manager	Ergon Asia Company Limited
2015 - 2017	Chief Executive Officer	AED Fabrication Company Limited,
2004 -2012	Managing Director	N V S Intelligent Co., Ltd

(b) Number of businesses holding positions In (other) listed company as follows:

(c) Specify the name of the type of business in cases where it may cause a conflict of interest: - None -

**Forbidden Qualifications**

- Never dishonestly committed an offence against property
- Never entered into any transaction which may cause conflict of interest against company during the year

**Relationship Characteristics of nominated persons qualified as independent directors**

1. Being close relatives to other executive / major shareholders controlling person / subsidiaries  
- None -
2. Having relationship in any of these characteristics to company / subsidiary company /major shareholder / or controlling person either at present or during the past 4 years
  - Be an executive director, staff, employee or advisor who receives salary - None -
  - Be a professional service provider - None -
  - Having material business relationship in such a way that may affect their independence – None -

**Conditions, criteria and procedures to attend the meeting, and  
the Company's Articles of Association concerning shareholders' meeting**

**1. Attendance in person via electronic meeting**

- For the shareholder who is a natural person, a Thai nationality, please send the registration form for attendance via electronic media to the company.
- For the shareholder who is a natural foreign person, please send the registration form for attendance via electronic media to the company.
- In case of name-surname change, the evidence certifying such change must be presented.

**2. Attendance by a proxy-holder**

- The shareholder who appoints a proxy must appoint only one proxy as the proxy holder, which has the right to attend the meeting and vote according to the proxy form attached herewith.
- The grantor may express his intention to vote for each agenda that he agrees, disagrees, or no vote by determining in the proxy form so that the proxy holder shall vote by the grantor's intention.
- The proxy holder shall deliver the proxy form to the chairman of the meeting and/or the assignee by the chairman before the meeting starts by completing all information and signing documents. In case of any revision or deletion of important statement, the grantor must sign to verify every place and the proxy form must be attached Baht 20 duty stamps.

**Documents required for proxy**

- In case that the grantor is a natural person of Thai nationality: Copy of the ID card or copy of a government official card certified true copy by the grantor.
- In case that the grantor is a natural person of foreign nationality: Copy of foreign identification card or copy of passport or copy of document used in lieu of the passport certified true copy by the grantor.
- In case that the grantor is a juristic person:
  - ❖ Thai juristic person: Copy of certificate from Ministry of Commerce or the authorized agency issued not exceeding 1 year, certified true copy by the authorized person of such juristic person, and copy of ID card or government official card of the authorized director who signs on behalf of the juristic person, certified true copy by such authorized director.
  - ❖ Foreign juristic person: The authorized person of the juristic person shall sign and affix the company's seal on the proxy form in the presence of the notary public or similar authorized agency according to the law in each country and shall bring such document to the authorized officer of the Royal Thai Embassy or the Royal Thai Consulate or the assigned officer to act on behalf of such person or the person capable of completing the certification according to the law of such country to certify the notary public over again.



- In case of the grantor uses thumbprint, the grantor must provide a left thumbprint and state that “the left thumbprint of...” and there must be at least 2 witnesses certified the true thumbprint of such person, and thumbprint shall be made in the presence of witnesses. The copy of ID card or government official card of the witnesses, certified true copy by such witnesses, shall be submitted together.
  - In the Annual General Meeting of Shareholders 2024., if any shareholder cannot attend the Meeting by his/herself, the shareholder may grant the proxy to any person or independent director of the Company to vote on his/her behalf as the following detail.

*Mr. Smith Leammanee, 58 years old.*

*111/1126 Moo 1, Samet Sub-district, Mueang District, Chonburi*
  - Any shareholder who requires assigning a proxy to the independent director, please deliver the proxy form made and signed completely according to the criteria specified above to the Company Secretary along with related documents at least 1 day before the Meeting day.
  - The proxy holder who wishes to attend the meeting via electronic meeting, please send the registration form for attendance via electronic media to the company together with ID card/government official card/passport (for a foreigner) of the proxy holder for registration.
3. **In case of the deceased shareholder:** The estate administrator may attend the meeting by himself or to assign a proxy to other person to attend the meeting. The court order to appoint such estate administrator, certified by the authorized person, within 6 months before the meeting day must be additionally presented.
  4. **In case of the minor shareholders:** The father-mother or the legal guardian may attend the meeting by him/herself or to assign a proxy to other person to attend the meeting. The copy of the house registration of the minor shareholders must be additionally presented.
  5. **In case of the incompetent or quasi-incompetent shareholders:** The guardian or the curator may attend the meeting by him/herself or to assign a proxy to other person to attend the meeting with the court order of appointment to be a guardian or the curator, certified by the authorized person, within 6 months before the meeting day, must be additionally presented.
  6. **Registration:** The registration for the attendance at the Meeting shall be from 12.00 – 14.00 hours.

## Articles of Association

### Chapter 1 General Provisions

1. These Articles shall be called Articles of Association of Begistics Public Company Limited.
2. The term the “Company” as used in these Articles shall mean Begistics Public Company Limited.
3. Any amendment or modification of these Articles of Association or Memorandum of Association shall be made by a resolution of the general meeting of shareholders with a vote of not less than three quarters (3/4) of all votes of shareholders attending the meeting and eligible to vote.

4. Unless otherwise stipulated in these Articles of Association, the provisions of law on public companies limited and law on securities and exchange shall apply. In the event the Company or subsidiaries enter into related transactions or transactions relating to acquisition or disposal of assets of the Company or subsidiaries pursuant to the meaning prescribed under the notification of the Stock Exchange of Thailand then applicable to related transactions of listed companies or acquisition or disposal of assets of listed companies, as the case may be, the Company shall comply with the criteria and procedures pursuant to the stipulations under such notification.

#### Chapter 2 Issuance of Shares and Transfer of Shares

5. Shares of the Company are ordinary shares entered into named certificates and paid up at one time in full and/or paid up by property otherwise than by money or grant of copyright in artistic or scientific works or patent, trade mark, model, map or formula or any secret procedure to use information relating to industrial, commercial or scientific experiences.

The Company may issue preference shares, debentures, warrants or other securities as permitted under the law on securities and exchange.

6. Payment for subscription of shares shall not be made by set off by subscribers or shareholders against debt owed by the Company except in the case of debt restructuring by issuing new shares receipt of which shall be made to creditors under a conversion of debt to equity scheme as approved by a resolution passed by the general meeting of shareholders with a vote of not less than three quarters (3/4) of all votes of shareholders attending the meeting and eligible to vote.

Issuing shares to repay the debt and the conversion of debt to equity scheme under the preceding paragraph shall be in accordance with the criteria and procedures as prescribed in a ministerial regulation.

7. A share certificate of the Company shall contain the signature of at least one director, signed or printed; however the Company may assign a share registrar under the law on securities and exchange to sign or print the signature on the share certificate in the Company behalf.
8. The Company may assign a natural or juristic person to act as the Share Registrar and if the Company assigns a share registrar pursuant to the law on securities and exchange, the registration procedure shall be as stipulated by the Share Registrar.
9. Any person may acquire ownership of shares as a result of death or bankruptcy of shareholder(s) and, upon production of lawful evidence to the Company in full, the Company shall register and issue new share certificate within 1 (One) month after receipt of full evidence.

In the event the share certificate is materially damaged or faded, the Company may, upon receipt of such certificate, issue new share certificate. In the event the share certificate is lost or destroyed, the Company may, upon receipt of evidence by shareholder of police blotter or other reasonable evidence, issue new share certificate to shareholders within a period prescribed by relevant law.

10. The Company shares can be freely transferred except in the case where any transfer may cause aliens to hold more than 49 (Forty Nine) per cent of the total issued shares and increase the ratio of aggregate shares held by aliens over the limit specified above, the Company reserves right to refuse to register such transfer of shares.

The term “aliens” under these Articles of Association shall have the same meaning as “aliens” under the law on foreign business of aliens.

11. A transfer of shares shall be valid and effective if share certificate is endorsed specifying the transferee and signed by transferor and transferee, as well as delivered to transferee.

Such transfer shall be raised against the Company upon receipt of request to register the transfer and against a third person when the Company has already registered the transfer upon consideration that the transfer has been lawful. The Company shall register the transfer within 14 (Fourteen) days as from receipt of request. Where the transfer is not correct, the Company shall notify those who made such request within 7 (Seven) days.

Transfer of shares traded in the Stock Exchange shall be as stipulated by the law on securities and exchange.

12. The Company shall neither own nor accept pledge of its shares, except in the following circumstances:
  - (1) the Company may repurchase its shares from dissenting shareholders who vote against a resolution of the general meeting of shareholders approving an amendment to the Articles of Association regarding voting right and the right to receive dividends which, in their opinion, is considered unfair;
  - (2) the Company may repurchase its shares for financial management purposes when the Company has accumulated profits and excessive liquidity, provided that the share repurchase will not cause financial implication to the Company.

In this respect, shares held by the Company shall not be counted to constitute a quorum for the general meeting of shareholders and shall carry no voting right as well as no right to receive dividends. The Company shall dispose of the repurchased shares as mentioned above within a period as prescribed by the Company in the repurchase scheme. Where the Company fails to do so or is unable to complete the disposition within the prescribed period, the Company shall reduce its paid-up capital by writing off such repurchased but unsold shares.

The repurchase, disposition and writing off of the repurchased but unsold shares including fixing offered or selling price or in other cases in relation to repurchase of such shares shall be proceeded in accordance with the criteria and procedures as prescribed in a ministerial regulation. In the event of shares traded in the Stock Exchange of Thailand, the Company shall also comply with rules, notifications, orders and stipulations of the Stock Exchange of Thailand.

The repurchase of shares of not exceeding 10 (Ten) per cent of paid-up shares may be approved by the Board of Directors but an amount exceeding 10 (Ten) per cent shall be approved by the general meeting of shareholders with a vote of not less than 50 (Fifty) per cent of all votes of shareholders attending the meeting and eligible to vote in which event the Company shall repurchase shares within 1 (One) year as from the resolution by the general meeting of shareholders.

13. In case of preference shares, conversion of preference to ordinary shares shall be made by shareholders who wish to do so by submitting a request to the Company as well as delivering the share certificate(s). The conversion under the preceding paragraph shall be valid and effective as from the date the request is submitted in which event the Company shall issue new share certificate to the requestor within 14 (fourteen) days as from receipt of request.
14. During the course of 21 (Twenty One) days prior to the general meeting of shareholders, the Company may suspend the registration of shares by notifying shareholders in advance at the head office of the Company and every branch not less than 14 (Fourteen) days prior to the date commencing suspension of share transfer.

### Chapter 3 Board of Directors and Authority

15. The Board of Directors shall consist of not less than 5 (Five) persons, and elect the Chairman and may also elect a vice chairman as well as other positions as deemed appropriate. At least half of the number of directors shall have their residences in the kingdom.
16. A director of the Company is not required to be a shareholder of the Company.
17. Directors may be elected at a general meeting of shareholders in accordance with the following criteria and procedures:
  - (1) Each shareholder shall have a number of votes equal to the number of shares held.
  - (2) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as director or directors; if several persons are to be elected as directors, the shareholders may not allot his or her votes to any person in any number.
  - (3) After the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until all of the directors positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the Chairman shall have a casting vote.
18. At every general meeting of shareholders, one-third (1/3) of the directors shall retire from office. If the number of directors is not a multiple of three, then the number nearest to one-third shall retire from office.

Directors to retire from office in the first and second years following the incorporation of the Company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire from office.

A retiring director may be eligible for re-election.
19. Apart from retirement by rotation, the directors shall vacate office upon:
  - (1) death;
  - (2) designation;
  - (3) loss of qualifications or disqualification under the law on public limited company;
  - (4) removal by a resolution of the general meeting of shareholders;
  - (5) removal by a court order.
20. Any director who wishes to resign from office shall submit his or her resignation letter to the Company and the resignation shall be effective on the date the resignation letter has reached the Company.
21. In case a directorship becomes vacant otherwise than by rotation, the Board of Directors shall elect a person who is qualified and does not possess prohibitive characters under the law on public limited company as replacement at the subsequent meeting of the Board of Directors unless the remaining duration of the director's term of office is less than 2 (Two) months.

A person so appointed shall retain his or her office during such time only as the removing director was entitled to retain the same.

The resolution of the Board of Directors under the first paragraph shall be passed by a vote of not less than three-fourth (3/4) of the remaining directors.
22. In the event of retirement of full Board of Directors, such retiring Board of Directors shall remain in office to continue operation of the Company as is necessary until new Board of Directors shall be in office unless a court order has been issued otherwise in the event the retirement is by court order.

The retiring Board of Directors shall convene a general meeting of shareholders for election of new Board of Directors within 1 (One) month as from retirement, by sending a notice of not less than 14 (Fourteen) days to shareholders and publicizing the notice in a newspaper of not less than 3 (three) consecutive days prior to the meeting.

23. The general meeting of shareholders may remove a director before the expiration of his or her term by a majority vote of not less than three-fourths (3/4) of shareholders attending the meeting and eligible to vote and holding shares of not less than one half (1/2) of the number of shares held by shareholders attending the meeting and eligible to vote.
24. The Board of Directors shall have authority and duty to manage the Company within the scope of law, its objects, Articles of Association and resolutions passed by the general meeting of shareholders.  
The Board of Directors may assign one or more persons to perform one or more specific assignments on behalf of the Board of Directors.
25. The Board of Directors shall hold a meeting at least every 3 (Three) months.
26. Meetings of the Board of Directors shall be held at the location in which Company office is situated or nearby provinces or any other places as the Chairman or a person delegated by the Chairman determines.
27. In calling a meeting of the Board of Directors, the Chairman or a person delegated by the Chairman shall send a notice to directors not less than 7 (Seven) days in advance except in case of necessity to preserve right or benefit of the Company, a notice may be sent by other means and timeframe shortened.  
At least 2 (Two) directors may request for a meeting in which event the Chairman shall then determine the date of the meeting within 14 (Fourteen) days as from receipt of request.
28. At a meeting of the Board of Directors, there shall be directors attending the meeting of not less than a half of the Board of Directors to constitute a quorum.  
In the event the Chairman is not present or unable to perform duty, a vice chairman, if appointed, shall act as Chairman. If there is no vice chairman, or if there is one but is unable to perform duty, the directors present at the meeting shall elect one among themselves to be the Chairman of that meeting.
29. Decisions of the meeting of the Board of Directors shall be made by majority vote.  
Each director shall have one vote; but the directors who have interest in any matter shall not have right to vote on such matter. In case of equality of votes, the Chairman of the meeting shall have a casting vote.
30. Names and number of the directors who can sign to bind the Company are two directors signing jointly with the Company seal affixed, and the general meeting of shareholders or the Board of Directors has the authority to designate names of directors authorized to sign to bind the Company.
31. No directors may engage in the businesses which are identical to or in competition with those of the Company, nor become a partner in an ordinary partnership or partner with unlimited liability in a limited partnership or a director in other private or public companies whose businesses are identical to or in competition with those of the Company unless such engagement has been declared to the general meeting of shareholders prior to the meeting.
32. Directors shall notify the Company without delay should they have interest in any agreement executed by the Company, directly or indirectly, or hold increasing or decreasing number or shares or debentures in the Company or subsidiaries.
33. Subject to the law on public limited company, the Board of Director has authority to sell or mortgage any immovable property of the Company or lease out any immovable property of the Company for a

period exceeding 3 (Three) years, or give or enter a compromise or initiate litigation to court or refer any dispute to arbitration for an award.

34. A remuneration of directors shall be determined by the general meeting of shareholders. Directors shall have right to receive any remuneration from the Company in the form of gratuity, attendance fee, pension, bonus or any other benefits in other forms in accordance with the Articles of Association or consideration by the general meeting of shareholders which may determine a certain sum or lay down criteria and may do so periodically or for an indefinite period until further amendment. In addition, directors may receive per diem or other welfares according to the Company policies. Stipulations under the preceding paragraphs shall not be prejudiced with the rights of employees of the Company who have been elected as directors as regards remuneration and benefits to which they are entitled as employees. Payment under the first and second paragraphs shall not be in conflict or contradictory with the required qualifications of independent directors as prescribed under the law on securities and exchange.

#### Chapter 4 General Meeting of Shareholders

35. A general meeting of shareholders may be held at the location of the head quarter of the Company or in a nearby province or other places as the Board of Directors may determine.
36. A general meeting of shareholders shall be held at least once a year; such a meeting is called the “general meeting” which shall be held within 4 (four) months after the end of fiscal year of the Company. Other meetings of shareholders shall be called the “extraordinary general meeting”. The Board of Directors may convene an extraordinary general meeting of shareholders at any time it deems appropriate, or more shareholders holding a total of not less than 10 percent of the total number of shares sold have been named to make a letter requesting that the Board of Directors call an extraordinary meeting of shareholders at any time but must clearly specify the subject and reason for requesting the meeting to be called in the said book in this case The board of directors must arrange for a meeting of shareholders within 45 days from the date of receiving the letter from the shareholders. In the event that the Board of Directors fails to arrange a meeting within the period specified in paragraph two All shareholders who are named or other shareholders combined the number of shares as required can call for meeting within forty-five days from the expiration of the period under paragraph two In this case shall be considered as a meeting of shareholders which the Board of Directors convenes the company is responsible for the necessary expenses incurred from arranging meetings and facilitating as appropriate. In the event that the meeting of shareholders is called for a meeting because the shareholders under paragraph three of any time the number of shareholders who attended the meeting was not complete as a quorum as specified in Article 38 of the Company's Articles of Association. Shareholders under paragraph three must be jointly responsible.
37. In convening a general meeting of shareholders, the Board of Directors shall specify place, date and time of the meeting including businesses and matters to be transacted with sufficient details. The agenda shall specify clearly whether it is for acknowledgement, approval or consideration together with opinion of the Board of Directors of that matter. The invitation shall be sent to shareholders and the Public Company Registrar of not less than 7 (Seven) days in advance prior to the meeting and advertised in a newspaper of not less than 3 (three) consecutive days prior to the meeting.

38. A general meeting of shareholders shall not transact any business unless at least 25 (Twenty Five) shareholders and their proxies (if any) or at least a half of the total number of shareholders attend the meeting, and the shareholders attending the meeting shall hold at least one-third (1/3) of the total issued shares to constitute a quorum.

If within one hour from the time scheduled for the meeting, a quorum is not present, if the meeting is called by the request of shareholders, such meeting shall be adjourned. However, if such meeting is not called by the request of shareholders, the meeting shall be re-scheduled. The invitation to such meeting shall be in sent in writing to every shareholder at least 7 (Seven) days in advance prior to the meeting. In such postponed meeting, the shareholders present at the meeting shall constitute a quorum.

39. In a meeting, shareholders may appoint proxies to attend and vote in their behalf. A proxy form shall be in writing and signed by grantors in a form prescribed by the Public Company Registrar and deposited with the Chairman or person as delegated, at the place before proxies attend the meeting, and at least shall contain the following particulars:

- a. number of shares held by grantors;
- b. name of the proxy;
- c. number of meetings the proxy has been assigned to attend and vote.

40. A general meeting of shareholders shall be proceeded with the agenda in the invitation letter unless the meeting may adopt a resolution to change the sequence with a vote passed by a majority of not less than two-thirds (2/3) of the shareholders attending the meeting.

After the meeting has completed considering all the agenda, no further businesses may be transacted unless shareholders holding an aggregate number of one-third (1/3) of total issued shares request the meeting to consider matters other than those specified in the invitation letter.

In the event the businesses as specified in the invitation letter or those proposed by the shareholders are not completely transacted, but postponement is necessary, the meeting shall schedule place, date and time for a subsequent meeting. The Board of Directors shall then send an invitation letter specifying place, date, time and businesses to shareholders of not less than 7 (Seven) days in advance to be advertised in a newspaper of not less than 3 (Three) consecutive days in advance prior to the meeting.

41. The Chairman shall preside over the general meeting of shareholders. In the event the Chairman is not present or unable to perform duty, a vice chairman, if any, shall preside, but if there is no such vice chairman, or is unable to perform duty, then the shareholders attending the meeting shall elect a shareholder to preside over the meeting.

42. In the general meeting of shareholders, each shareholder shall have one vote per share.

In the event any shareholder has a special interest in any matter, that shareholder shall not vote in that matter except the vote to elect directors.

43. A resolution or approval of any matter in the general meeting of shareholders shall require a majority vote of shareholders attending the meeting and casting their votes unless otherwise specified in these Articles of Association, or by law, or in the following matters, a majority of not less than three-quarters (3/4) of all shareholders attending the meeting and eligible to vote is required:

- a. sale or transfer material businesses of the Company, either in whole or in part, to other persons;
- b. purchase or taking transfer of businesses of other public or private companies for the Company;



- c. execution, amendment or termination of agreements relating to leasing out material businesses of the Company, either in whole or in part; assignment of other persons to manage the business of the Company; or consolidation with other persons with objects of a profit-loss sharing;
- d. amendment to the Memorandum of Association or Articles of Association;
- e. increase or reduction in the capital;
- f. issuance of debentures;
- g. amalgamation or dissolution of the Company.

#### **Chapter 5 Increase and Reduction in the Capital**

44. By a resolution passed by the general meeting of shareholders with a vote of not less than three-quarters (3/4) of total votes of shareholders attending the meeting and eligible to vote, the Company may increase the capital by issuing new shares.
45. The Company may offer for sale newly issued shares, either in whole or in part, or to shareholders on a pro rata basis, or to the general public or other persons, either in whole or in part, to be in accordance with a resolution passed by the general meeting of shareholders.
46. By a resolution passed by the general meeting of shareholders with a vote of not less than three-quarters (3/4) of total votes of shareholders attending the meeting and eligible to vote, the Company may reduce the capital by lowering the par value or reducing the number of shares.  
The Company may not reduce the number of shares to be lower than one-quarter (1/4) of total capital except in the case where after having compensated the loss in consequence as prescribed by law, the Company has suffered accumulated loss, then the Company may reduce the shares to be lower than one-quarter (1/4) of the total capital.  
However, the reduction to be lower than one-quarter (1/4) of total capital under the second paragraph shall require a vote of not less than three-quarters (3/4) of total votes of shareholders attending the meeting and eligible to vote.
47. Where the Company desires to reduce the capital, it shall send a letter notifying a resolution to known creditors within 14 (Fourteen) days as from the date of the resolution passed by the general meeting of shareholders and requires that an objection be made within 2 (Two) months as from receipt of the resolution which shall be advertised in a newspaper within 14 (Fourteen) days for 3 (Three) consecutive days.

#### **Chapter 6 Dividends and Legal Reserve**

48. No dividends shall be declared except by a resolution of the general meeting of shareholders or the Board of Directors in the event of interim dividends.  
Declaration of dividends shall be notified to shareholders in writing and advertised in a newspaper for 3 (Three) consecutive days and payment made within 1 (One) month as from the resolution.
49. The Board of Directors may declare interim dividends to shareholders when it appears to the Board of Directors that the Company has an appropriate profit and report shareholders at subsequent meeting.
50. Dividends shall be distributed equally according to number of shares unless otherwise stipulated in respect of preference shares.
51. The Company shall allocate to a reserve fund from the annual net profit not less than 5 (Five) per cent deducted by the total accumulated loss brought forward (if any) until the reserve fund reaches an amount of not less than 10 (Ten) per cent of the registered capital.



Other than such reserve fund, the Board of Directors may propose the general meeting of shareholders to pass a resolution to allocate other reserve fund as it deems expedient in order to carry on business of the Company.

The Company may, upon a resolution passed by the general meeting of shareholders, transfer other reserve fund, legal reserve and a reserve for premium respectively for the purpose of compensating the Company accumulated loss.

#### Chapter 7 Debentures

52. Borrowing money by the Company by issuing debentures to be offered to the public shall be in accordance with the law on securities and exchange.

A resolution to issue debentures under the preceding paragraph shall be passed by a majority of not less than three-quarters (3/4) of all the shares of shareholders attending and eligible to vote.

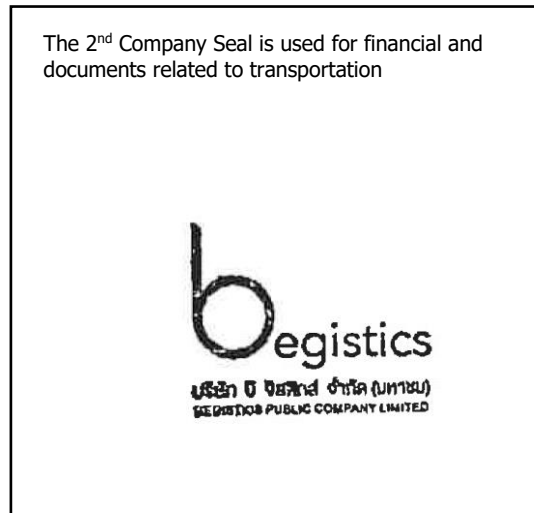
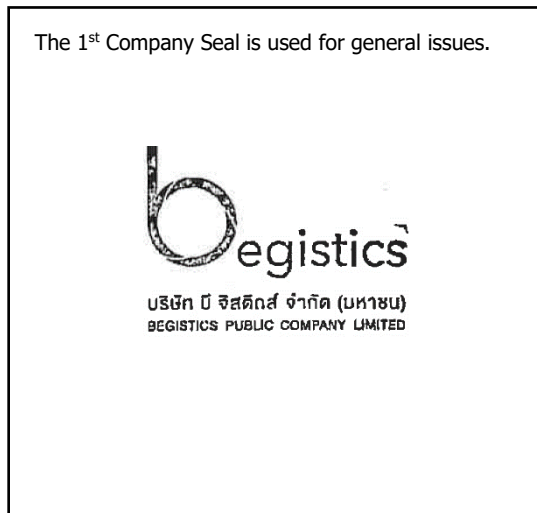
#### Chapter 8 Account, Finance and Auditing

53. The fiscal year of the Company shall begin on 1 January and end on 31 December every year.
54. The Board of Directors shall ensure and maintain including the auditing of accounts in due compliance with relevant laws.
55. The Board of Directors shall ensure the balance sheet and the profit and loss statements at least once every twelve months which is the fiscal year of the Company.
56. The Board of Directors shall ensure the balance sheet and the profit and loss statements at the end of fiscal year, duly audited prior to the meeting, to be presented to a general meeting of shareholders for consideration and approval.
57. The Board of Directors shall provide the following documents to shareholders together with an invitation letter for a general meeting of shareholders:
- (1) Copy of balance sheet and profit and loss statements duly audited together with the auditor's report;
  - (2) Annual Report of the Board of Directors and accompanying documents.
58. The Board of Directors shall ensure a register of directors, minutes of meetings of the Board of Directors, general meetings of shareholders and all resolutions passed at all meetings as accurate evidence which shall be maintained at the Company head quarter, or may assign any person to maintain at the location of head quarter or a nearby province provided a place shall be first notified to the Public Company Registrar.
59. An auditor shall be appointed by the general meeting of shareholders and may be re-elected.
60. A remuneration of the auditor shall be determined by the general meeting of shareholders.
61. Director, staff, employees or those holding any position in the Company shall not be elected as an auditor for the Company.
62. The auditor shall attend every general meeting of shareholders at which balance sheet, profit and loss statements and any matters relating to the Company account are to be considered in order to explain to the shareholders the auditing of account. The Company shall also deliver to the auditor the reports and documents that are to be received by the shareholders at that meeting.

Chapter 9 Additional Stipulations

63. The seal of the Company is as follows:

*(Seal of the Company affixed)*



หนังสือมอบฉันทะ แบบ ก.  
Proxy Form A.  
(แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)  
(General Form)

(ปิดอากรแสตมป์  
20 บาท)  
(Stamp Duty  
Baht 20)

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่บ้านเลขที่ \_\_\_\_\_  
I/We \_\_\_\_\_ Nationality \_\_\_\_\_ Residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphoe/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) เป็นผู้ถือหุ้นของบริษัท บี จิสติกส์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น  
being a shareholder of Begistics Public Company Limited, holding the total number of \_\_\_\_\_ shares,  
และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
and having the right to vote equivalent to \_\_\_\_\_ votes as follows:

หุ้นสามัญ	_____	_____	_____
ordinary share of	_____	_____	_____
หุ้นบุริมสิทธิ	-	_____	_____
preference share of	-	_____	_____

(3) ขอมอบฉันทะให้

Hereby appoint:

(1)  นาย/นาง/นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Mr./Ms./Miss \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphoe/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

หรือ (2)  นาย/นาง/นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
or Mr./Ms./Miss \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphoe/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

หรือ (3)  นาย/นาง/นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
or Mr./Ms./Miss \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphoe/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

หรือ (4)  นายสมิทร เหลี่ยมมณี ตำแหน่ง กรรมการอิสระ กรรมการตรวจสอบ กรรมการสรรหาและกำหนดค่าตอบแทน และ  
or  Mr. Smith Leam-manee Positions Independent Director, Audit Committee, Nomination and Remuneration  
Committee and Risk Management Committee, Age 58 years.

ที่อยู่เลขที่ 111/1126 หมู่ที่ 1 ตำบลเสม็ด อำเภอเมืองชลบุรี จังหวัดชลบุรี 20000  
Residing at 111/1126 Moo 1, Tambon Samed, Amphur Muang Chonburi, Chonburi 20000

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า  
ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 (ผ่านสื่ออิเล็กทรอนิกส์) ในวันที่ 26 เมษายน 2567 เวลา 14.00 น.  
Only one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of shareholders for the year 2024  
(via electronic media) on April 26<sup>th</sup>, 2024 at 14.00 p.m.

ณ ห้องประชุมสำนักงาน ชั้น 28 อาคารนิเวศพัฒนา เลขที่ 52 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่  
อื่นด้วย  
at the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED 52 Thaniya Plaza Building 28<sup>th</sup> Floor, Silom Road, Suriyawongse, Bangrak, Bangkok  
10500, or any adjournment at any date, time and place thereof.

หนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2567 (ผ่านสื่ออิเล็กทรอนิกส์)  
Invitation to the Annual General Meeting of Shareholders for the year 2024 by electronic meeting

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

Any business carried out by the proxy at the said meeting shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

**หมายเหตุ**

**Remark**

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

หนังสือมอบฉันทะ แบบ ข.  
Proxy Form B.  
(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)  
(Proxy Form containing specific details)

(ปิดอากรแสตมป์  
20 บาท)  
(Stamp Duty  
Baht 20)

เขียนที่ \_\_\_\_\_  
Written at \_\_\_\_\_  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่บ้านเลขที่ \_\_\_\_\_  
I/We \_\_\_\_\_ Nationality \_\_\_\_\_ Residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphoe/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) เป็นผู้ถือหุ้นของบริษัท บี จิสติกส์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น  
being a shareholder of Begistics Public Company Limited, holding the total number of \_\_\_\_\_ shares,  
และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
and having the right to vote equivalent to \_\_\_\_\_ votes as follows:  
หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share of \_\_\_\_\_ shares, and having the right to vote equivalent to \_\_\_\_\_ votes,  
หุ้นบุริมสิทธิ \_\_\_\_\_ - \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share of \_\_\_\_\_ shares, and having the right to vote equivalent to \_\_\_\_\_ votes.

(3) ขอมอบฉันทะให้

Hereby appoint:

(1)  นาย/นาง/นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Mr./Ms./Miss \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphoe/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

หรือ (2)  นาย/นาง/นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
or Mr./Ms./Miss \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphoe/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

หรือ (3)  นาย/นาง/นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
or Mr./Ms./Miss \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphoe/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

หรือ (4)  นายสมิทร เหลี่ยมมณี ตำแหน่ง กรรมการอิสระ กรรมการตรวจสอบ กรรมการสรรหาและกำหนดค่าตอบแทน และ  
or  Mr. Smith Leam-manee Positions Independent Director, Audit Committee, Nomination and Remuneration  
Committee and Risk Management Committee, Age 58 years.

ที่อยู่เลขที่ 111/1126 หมู่ที่ 1 ตำบลเสม็ด อำเภอเมืองชลบุรี จังหวัดชลบุรี 20000  
Residing at 111/1126 Moo 1, Tambon Samed, Amphur Muang Chonburi, Chonburi 20000

คนหนึ่งคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า  
ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 (ผ่านสื่ออิเล็กทรอนิกส์) ในวันที่ 26 เมษายน 2567 เวลา 14.00 น.

Only one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of shareholders for the year 2024 (via electronic media) on April 26<sup>th</sup>, 2024 at 14.00 p.m.

ณ ห้องประชุมสำนักงาน ชั้น 28 อาคารนิยะพลาซ่า เลขที่ 52 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500 หรือที่จะพึงเลื่อนไปในวัน  
เวลา และสถานที่อื่นด้วย  
at the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED 52 Thaniya Plaza Building 28<sup>th</sup> Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500, or any adjournment at any date, time and place thereof.

หนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2567 (ผ่านสื่ออิเล็กทรอนิกส์)

Invitation to the Annual General Meeting of Shareholders for the year 2024 by electronic meeting

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

- วาระที่ 1. พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566 เมื่อวันที่ 6 ตุลาคม 2566  
Agenda 1. To certify the minutes of the Extraordinary General Meeting of Shareholders No.1/2566 held on October 6, 2023.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain
- วาระที่ 2. รับทราบผลการดำเนินงานของบริษัทสำหรับรอบปี 2566  
Agenda 2. To acknowledge the Board of Director's report on the Company's operating results for the year 2023.  
เป็นวาระแจ้งเพื่อทราบจึงไม่ต้องลงคะแนนเสียง  
Casting vote is not required because this agenda item is for acknowledgment only.
- วาระที่ 3. พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนของบริษัทสำหรับรอบปีบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2566  
Agenda 3. To consider and approve the Company's Statement of Financial Position and Income Statement for the fiscal year ended 31 December 2023.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain
- วาระที่ 4. พิจารณานุมัติจัดสรรกำไรสุทธิเพื่อเป็นทุนสำรองตามกฎหมาย และงดการจ่ายเงินปันผลประจำปี 2566  
Agenda 4. To consider and approve the omission of the allocation of net profits for legal reserve and the omission of dividend payments Year 2023.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain



วาระที่ 8. พิจารณาเรื่องอื่นๆ (ถ้ามี)  
Agenda 8. To consider other matters. (if any).

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

#### หมายเหตุ

#### Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

2. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the allonge form for Proxy Form B as attached.



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.  
ALLONGE OF PROXY FORM B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท บี จิสติกส์ จำกัด (มหาชน)

The appointment of proxy by the shareholder of Begistics Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันศุกร์ ที่ 26 เมษายน 2567 เวลา 14.00 น. ณ สำนักงานเลขที่ 52 อาคารธนิยะพลาซ่า ชั้น 28 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the Annual General Meeting of shareholders for the year 2024 by electronic meeting (E-AGM) on April 26<sup>th</sup>, 2024 at 2.00 pm. at the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED 52 Thaniya Plaza Building 28<sup>th</sup> Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500, or any adjournment at any date, time and place thereof.

วาระที่..... เรื่อง.....

Agenda No..... Re: .....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่..... เรื่อง.....

Agenda No..... Re: .....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่..... เรื่อง.....

Agenda No..... Re: .....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่..... เรื่อง.....

Agenda No..... Re: .....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:  
 เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                      Disapprove                      Abstain

วาระที่..... เรื่อง.....

Agenda No..... Re: .....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:  
 เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                      Disapprove                      Abstain

วาระที่..... เรื่อง.....

Agenda No..... Re: .....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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(b) To grant my/our proxy to vote at my/our desire as follows:  
 เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                      Disapprove                      Abstain

วาระที่..... เรื่อง.....

Agenda No..... Re: .....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
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(b) To grant my/our proxy to vote at my/our desire as follows:  
 เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                      Disapprove                      Abstain

วาระที่..... เรื่อง.....

Agenda No..... Re: .....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:  
 เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                      Disapprove                      Abstain

หนังสือมอบฉันทะ แบบ ค.  
Proxy Form C.  
(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian)  
ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)  
(For foreign shareholders who have custodians in Thailand only)

(ปิดอากรแสตมป์  
20 บาท)  
(Stamp Duty  
Baht 20)

เขียนที่ \_\_\_\_\_

Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_

Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่บ้านเลขที่ \_\_\_\_\_  
I/We Nationality Residing at

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code

ในฐานะผู้ประกอบการธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_  
as a Custodian for \_\_\_\_\_

ซึ่งเป็นผู้ถือหุ้นของบริษัท บี จิสติกส์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น  
being a shareholder of Begistics Public Company Limited, holding the total number of \_\_\_\_\_ Shares

และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
and having the right to \_\_\_\_\_ vote votes as follows:  
equivalent to \_\_\_\_\_

หุ้นสามัญ _____	หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____	เสียง _____
ordinary share of _____	shares, and having the right to vote equivalent to _____	votes, _____
หุ้นบุริมสิทธิ _____ -	หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ -	เสียง _____
preference share of _____	shares, and having the right to vote equivalent to _____	votes, _____

(2) ขอมอบฉันทะให้

Hereby appoint:

(1)  นาย/นาง/นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Mr./Ms./Miss age years, residing at \_\_\_\_\_

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code

หรือ (2)  นาย/นาง/นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
or Mr./Ms./Miss age years, residing at \_\_\_\_\_

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code

หรือ (3)  นาย/นาง/นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
or Mr./Ms./Miss age years, residing at \_\_\_\_\_

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code

หรือ (4)  นายสมิทร เหลี่ยมมณี ตำแหน่ง กรรมการอิสระ กรรมการตรวจสอบ กรรมการสรรหาและกำหนดค่าตอบแทน และ  
or  Mr. Smith Leam-manee Positions Independent Director, Audit Committee, Nomination and Remuneration  
กรรมการบริหารความเสี่ยง อายุ 58 ปี  
Committee and Risk Management Committee, Age 58 years.

ที่อยู่เลขที่ 111/1126 หมู่ที่ 1 ตำบลเสม็ด อำเภอเมืองชลบุรี จังหวัดชลบุรี 20000  
Residing at 111/1126 Moo 1, Tambon Samed, Amphur Muang Chonburi, Chonburi 20000

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า  
ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 (ผ่านสื่ออิเล็กทรอนิกส์) ในวันที่ 26 เมษายน 2567 เวลา 14.00 น.

Only one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of shareholders for the year 2024 (via electronic media) on April 26<sup>th</sup>, 2024 at 14.00 p.m.

ณ ห้องประชุมสำนักงาน ชั้น 28 อาคารนิยะพลาซ่า เลขที่ 52 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500 หรือที่จะพึงเลื่อนไปในวัน  
เวลา และสถานที่อื่นด้วย

at the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED 52 Thaniya Plaza Building 28<sup>th</sup> Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500, or any adjournment at any date, time and place thereof.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุม และออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We hereby authorize the proxy to attend and vote on my/our behalf at this meeting as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

To grant the total amount of shareholding and having the right to vote

มอบฉันทะบางส่วน คือ

To grant the partial shares as follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share of shares, and having the right to vote equivalent to votes,

หุ้นบุริมสิทธิ \_\_\_\_\_ - \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ - \_\_\_\_\_ เสียง  
preference share of shares, and having the right to vote equivalent to votes,

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด \_\_\_\_\_ เสียง  
Total amount of voting rights votes,

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 1. พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566 เมื่อวันที่ 6 ตุลาคม 2566

Agenda 1. To certify the minutes of the Extraordinary General Meeting of Shareholders No.1/2023 held on October 6, 2023.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

วาระที่ 2. รับทราบผลการดำเนินงานของบริษัทสำหรับรอบปี 2566

Agenda 2. To acknowledge the Board of Director's report on the Company's operating results for the year 2023.

เป็นวาระแจ้งเพื่อทราบจึงไม่ต้องลงคะแนนเสียง

Casting vote is not required because this agenda item is for acknowledgment only.



วาระที่ 6. พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2567

Agenda 6. To consider and approve the determination of directors' remuneration for the year 2024.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 7. พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2567

Agenda 7. To consider and approve the appointment of auditors and the determination of the audit fee for the year 2024.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 8. พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8. To consider other matters. (if any).

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

**หมายเหตุ**

**Remarks**

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

Only foreign shareholders whose names appear in the registration book and have appointed a Custodian in Thailand can use the Proxy Form C.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Evidence to be attached with this Proxy Form are:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Power of Attorney from the shareholder authorizing a Custodian to sign the Proxy Form on behalf of the shareholder.

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

Letter of certification to certify that a person executing the Proxy Form has obtained a permit to act as a Custodian.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

4. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form C. as attached.







### Procedures for sending any query in advance

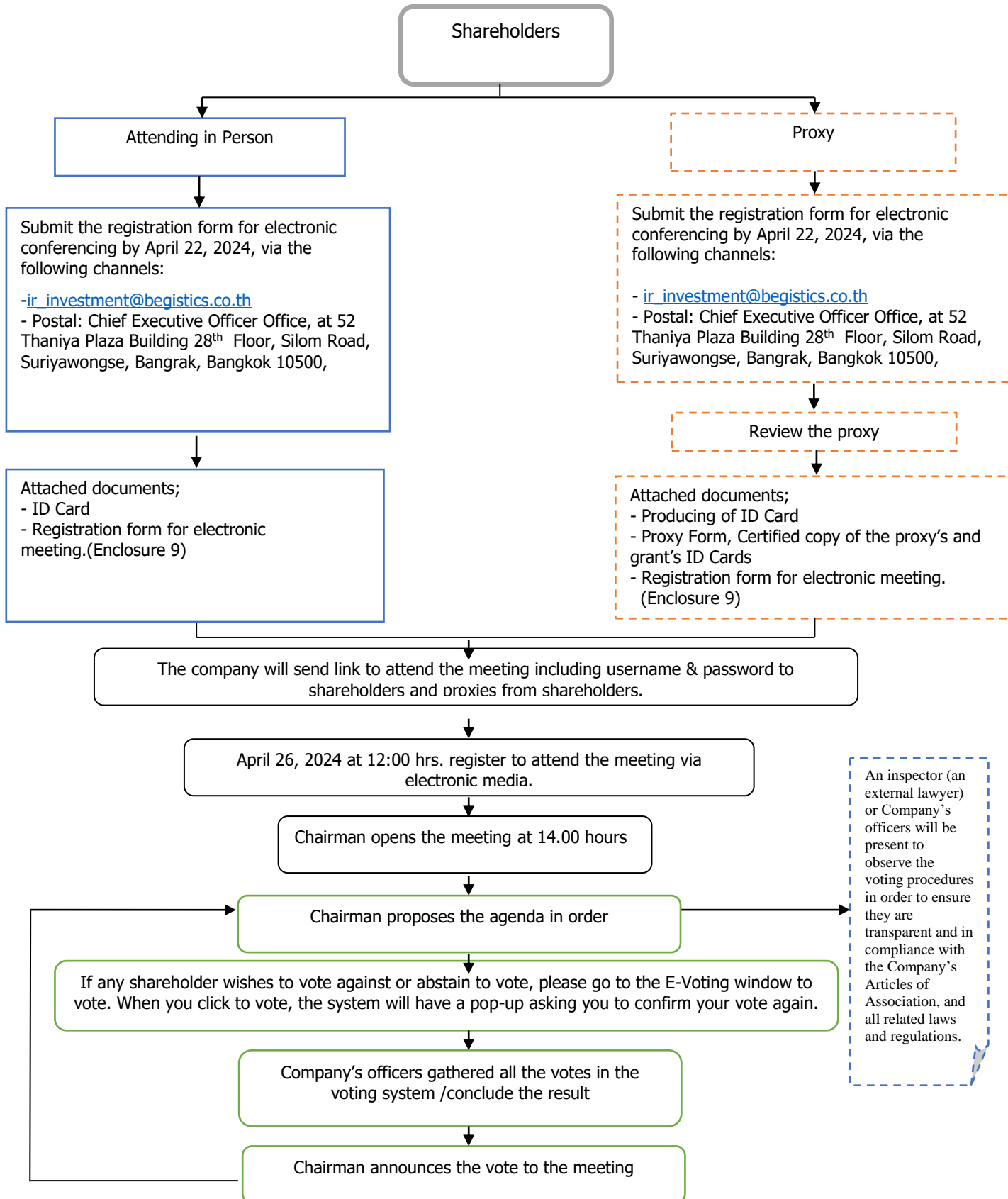
The Company has considered appropriate that any query or comment in relation to general meeting can be sent to the Board of Director in advance via the following channels:

1. Shareholder who wishes to raise any query or comment should provide his/her information:
  - Name, address, telephone, facsimile or e-mail with which the Company can contact;
  - Query raised or comment proposed with documents or accompanying information (if any)
2. Channels:
  - E-mail: [ir\\_investment@begistics.co.th](mailto:ir_investment@begistics.co.th) / [itsaret.um@begistics.co.th](mailto:itsaret.um@begistics.co.th)
  - Delivery by mail: 52 Thaniya Plaza Building 28<sup>th</sup> Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500
3. Time to send query
  - The Company requests that any query and/comment may be sent now until April 24, 2024
4. Company Secretary will gather all query/comment for consideration by Chief Executive Officer and related Executives in order to answer the query/comment to shareholders.

Procedures for attending the Annual General Meeting of Shareholders for the year 2024

Begistics Public Company Limited

On Friday 26 April 2024



**แบบฟอร์มลงทะเบียนสำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ / Registration Form for Electronic Meeting**

**การประชุมสามัญผู้ถือหุ้นประจำปี 2567 (ผ่านสื่ออิเล็กทรอนิกส์)**

**The Annual General Meeting of Shareholders for the year 2024 (via electronic media)**

**บริษัท บี จิสติกส์ จำกัด (มหาชน)**

**Begistics Public Company Limited**

วันศุกร์ ที่ 26 เมษายน 2567 เวลา 14.00 น.

Friday 26<sup>th</sup> April 2024 at 2.00 pm.

ณ ห้องประชุมสำนักงาน ชั้น 28 อาคารธนิยะพลาซ่า

เลขที่ 52 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500

At the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED

52 Thaniya Plaza Building 28<sup>th</sup> Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500

เลขทะเบียนผู้ถือหุ้น..... Shareholders' registration no.....

ข้าพเจ้า..... สัญชาติ.....

I/We..... Nationality.....

บัตรประจำตัวประชาชนเลขที่..... ID card no.....

อยู่บ้านเลขที่.....

Address.....

โทรศัพท์/โทรศัพท์มือถือ..... Telephone No./MB No.....

เป็นผู้ถือหุ้นของ บริษัท บี จิสติกส์ จำกัด (มหาชน) โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม.....หุ้น

Holding the Ordinary Share total amount of..... Shares

ข้าพเจ้าขอ ยืนยันเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2567

ในวันศุกร์ ที่ 26 เมษายน 2567 เวลา 14:00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) กรุณาส่ง weblink สำหรับเข้าร่วมประชุมผ่าน

สื่ออิเล็กทรอนิกส์ (E-AGM) ชื่อผู้ใช้ (username) และ รหัสผ่าน (password) มายังอีเมล (e-mail) ของข้าพเจ้า ดังนี้

I hereby confirm to attend and vote at the Annual General Meeting of Shareholders for the year 2024

on Friday 26<sup>th</sup> April 2024 at 14:00 via electronic media (E-AGM), please send weblink for meeting via

electronic media (E-AGM), username and password to email as follows:

อีเมล (e-mail).....

ข้าพเจ้า.....

I/We .....

ผู้ถือหุ้น / Shareholder

ผู้รับมอบฉันทะ / Proxy holder

ลงชื่อ .....ผู้เข้าประชุม  
(.....)

Sign.....Meeting Attendant  
(.....)

**หมายเหตุสำคัญ :** โปรดดำเนินการจัดส่งแบบฟอร์มลงทะเบียนสำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ฉบับนี้ ที่กรอกเรียบร้อยแล้วพร้อมทั้งแนบเอกสารหลักฐานยืนยันตัวตน เพื่อใช้ในการตรวจสอบสิทธิในการเข้าร่วมประชุม (E-AGM) ให้แก่บริษัท ภายในวันที่ 18 เมษายน 2567 ผ่านช่องทางต่อไปนี้

- ช่องทาง e-mail: [ir\\_investment@begistics.co.th](mailto:ir_investment@begistics.co.th) หรือ
- ช่องทางไปรษณีย์: สำนักประธานเจ้าหน้าที่บริหาร บริษัท บี จิสติกส์ จำกัด (มหาชน) เลขที่ 52 อาคารนิยะพลาซ่า ชั้น 28 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500

**Note :** Please submit the Registration Form for the Electronic Meeting (E-AGM) with identity documents for verifying the right to attend the meeting within April 18<sup>th</sup>, 2024 via the following channels;

- E-mail : [ir\\_investment@begistics.co.th](mailto:ir_investment@begistics.co.th)
- By mail : Chief Executive Officer's Begistics Public Company Limited.  
No. 52 Thaniya Plaza Building 28th Floor, Silom Road, Suriyawongse, Bangrak, Bangkok

105000